



ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 986-8600, CABLE ADDRESS: ACFUSA

RECORDATION NO. 6965-C Filed 1426

FEB 17 1981

Date.....

Fee \$.....

ICC Washington, D.C.

1-048A168

RECORDATION NO. 6965-D Filed 1426

FFB 17 1981 -3 20 PM

FFB 17 1981 -3 20 PM

INTERSTATE COMMERCE COMMISSION
February 12, 1981

Mrs. Lee -- This should be

Recordation Nos. 6965-C

and 6965-D

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. §11303 and the regulations thereunder five original counterparts of a Supplemental Equipment Trust Agreement and four original counterparts of a Bill of Sale, both dated January 27, 1981, between the following:

- (a) Trustee-Lessor Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21203
- (b) Lessee: ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

The equipment covered by the above Supplemental Equipment Trust Agreement is as follows:

- 13 - Railroad Center Flow Covered Hopper Cars, AAR Mechanical Designation L351, initialled ACFX and numbered 44782, 44784, 44785 and 44787 through 44796 inclusive.

The equipment covered by the above Bill of Sale is as follows:

- 17 - Railroad Center Flow Covered Hopper Cars, AAR Mechanical Designation L0, initialled ACFX and numbered 47794, 47906, 47941, 55244, 55527, 55528, 55582, 55605, 55609, 55610, 55642, 55743, 55963, 55999, 57300, 57315 and 64265.
- 18 - Railroad Tank Cars, with AAR Mechanical Designations, initials and numbers listed as follows:

C. Overly
Kumar S. Harb

<u>Quantity</u>	<u>AAR Mechanical Designation Code</u>	<u>Initialed ACFX and Numbered</u>
1	TRI	83338
1	TMI	83595
1	TMI	83597
1	TM	83794
1	TLI	83832
1	TL	83851
1	TMI	83879
1	TLI	83883
2	TLI	83890-83891
1	TM	83938
1	TM	83972
1	TM	83979
1	TMI	84051
1	TPI	85755
1	TM	89900
1	TM	89908
1	TLI	89954

The enclosed Supplemental Equipment Trust Agreement supplements the Equipment Trust Agreement dated as of March 15, 1973 between Mercantile-Safe Deposit and Trust Company, Trustee-Lessor, and ACF Industries, Incorporated, Lessee, which was filed and recorded in your office at 9:45 A.M. on March 22, 1973, under Recordation No. 6965, and the enclosed Bill of Sale releases from said Equipment Trust Agreement the equipment described above in respect of said Bill of Sale. The most recent supplement or other document relating to the Equipment Trust Agreement having been assigned Recordation No. 6965-B, it appears that the enclosed items should follow sequentially with Nos. 6965-C and 6965-D.

We also enclose a check drawn to the order of the Commission in the sum of \$20.00 in payment of the recordation fees in this connection.

We request that four copies of the enclosed Supplemental Equipment Trust Agreement and three copies of the enclosed Bill of Sale, including in each case the copy stamped "ACF" in the upper right hand corner, all bearing the Commission's recordation data, be returned to R. W. Montgomery, Assistant Secretary, ACF Industries,

ACF INDUSTRIES
INCORPORATED

Secretary
Interstate Commerce Commission
Page 3

Incorporated, 750 Third Avenue, New York, New York, 10017, or to
the bearer.

Sincerely,



R. W. Montgomery
Assistant Secretary

RWM:ss
Enclosures

ACF INDUSTRIES
INCORPORATED

FFB 17 1981 -3 20 PM

BILL OF SALE INTERSTATE COMMERCE COMMISSION

Mercantile-Safe Deposit and Trust Company, as Trustee (hereinafter called the Trustee) under the Equipment Trust Agreement dated as of March 15, 1973 (hereinafter called the Equipment Trust Agreement), between the Trustee and ACF Industries, Incorporated, a New Jersey corporation (hereinafter called the Company), in consideration of the sum of One Dollar and other good and valuable consideration paid by the Company, receipt whereof is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto the Company and its successors and assigns the units of railroad equipment described in Exhibit B annexed hereto and hereby made a part hereof, to have and to hold all and singular such units to the Company and such successors and assigns for its and their own use and behoof forever.

This Bill of Sale is made without recourse to the Trustee for any reason whatsoever and without representation of warranty of any kind by the Trustee.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be duly executed in its name this 27th day of January, 1981.

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY

By 

ASSISTANT VICE PRESIDENT

(Corporate Seal)

Attest:

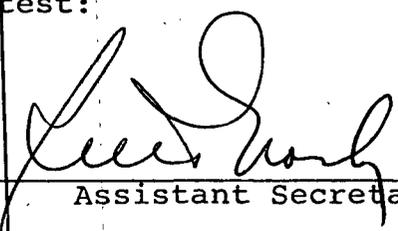

Assistant Secretary

EXHIBIT B

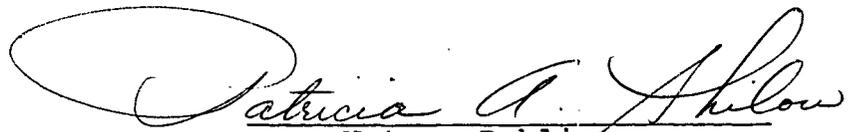
Description of Released Equipment

35 Cars Put Into Use On Or After June 1, 1971

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIGNATION CODE</u>	<u>INITIALED ACFX AND NUMBERED</u>
1	LO	47794
1	LO	47906
1	LO	47941
1	LO	<u>55244</u>
2	LO	55527-55528
1	LO	55582
1	LO	55605
2	LO	55609-55610
1	LO	55642
1	LO	55743
1	LO	55963
1	LO	55999
1	LO	<u>57300</u>
1	LO	57315
1	LO	<u>64265</u>
1	TRI	<u>83338</u>
1	TMI	83595
1	TMI	83597
1	TM	83794
1	TLI	83832
1	TL	83851
1	TMI	83879
1	TLI	83883
2	TLI	83890-83891
1	TM	83938
1	TM	83972
1	TM	<u>83979</u>
1	TMI	<u>84051</u>
1	TPI	<u>85755</u>
1	TM	89900
1	TM	89908
1	TLI	89954

STATE OF
COUNTY OF

On this 4TH day of February, 1981 before me personally came R. E. SCHREIBER, to me known, who, being by me duly sworn, says that he is ASST. VICE PRESIDENT of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.


Notary Public

My commission expires July 1, 1982

(Notarial Seal) 7-1-82