



ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N Y 10017, (212) 988-8600, CABLE ADDRESS ACFUSA

No. 5-123A030

Date MAY 3 1985

May 1, 1985

Fee \$ 10.00

RECORDATION NO. 5864-D
Filed 1985

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

ICC Washington, D. C.

MAY 3 1985 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

Re: Equipment Trust Agreement
dated as of October 1, 1970

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. Sec. 11303 and the regulations thereunder five original counterparts of a Supplemental Equipment Trust Agreement (the "Supplement") dated as of March 20, 1985, between the following:

- (a) Trustee-Lessor: Bankers Trust Company
4 Albany Street
New York, N. Y. 10015
- (b) Lessee: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Mo. 63045

The Supplement is a supplement to the Equipment Trust Agreement dated as of October 1, 1970 between the parties which was filed and recorded in your office at 4:10 P.M. on October 28, 1970 under Recordation No. 5864. Since the last previous document relating to the Equipment Trust Agreement was recorded under No. 5864-C, the enclosed document should be assigned the next appropriate designation.

*76-111-1000
with no
5864-D*

We also enclose a check drawn to the order of the Commission in the sum of \$10.00 in payment of the recordation fee in this connection.

We request that four copies of the enclosed Supplement, all bearing the Commission's recordation data, be re-

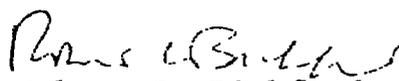
*10 countersigned
Harold Seigel*

Secretary
Interstate Commerce Commission

May 1, 1985

turned to R. C. Bickford, Assistant Secretary, ACF Industries, Incorporated, 750 Third Avenue, New York, New York 10017, or to the bearer.

Sincerely,


Robert C. Bickford

RCB: hb
Enclosures

5304-D

REGISTRATION NO. 5864-D Filed 148

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INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST NO. 2 OF 1970

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of March 20, 1985

between

BANKERS TRUST COMPANY, Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT DATED AS OF March 20, 1985, between BANKERS TRUST COMPANY, a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the Trustee), and ACF INDUSTRIES, INCORPORATED, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the Company):

WHEREAS, by a certain Equipment Trust Agreement dated October 1, 1970 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries, Incorporated Equipment Trust No. 2 of 1970", pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the Request of the Company, pursuant to Section 5.07 of the Agreement, the Trustee has made payment to the Company of \$109,231.00 out of funds previously deposited with the Trustee pursuant to Sections 5.07 and 5.08 of the Agreement and simultaneously therewith the Company has conveyed to the Trustee Equipment (as defined in the Agreement) described in said Request and in Exhibit A hereto (hereinafter called the Substituted Equipment), and has delivered to the Trustee an Officers' Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to, and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substituted Equipment, all in like manner as provided in Section 5.07 of the Agreement; and

WHEREAS, Section 5.07 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment:

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit A hereto, subject to all the terms and conditions of the Agreement, and such Equipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it has been part of the original Trust Equipment.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers there-

unto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

BANKERS TRUST COMPANY, Trustee

By 
Vice President

(Corporate Seal)

Attest:

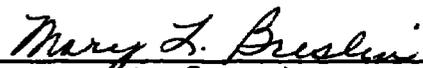

Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By 
Senior Vice President-Finance

(Corporate Seal)

Attest:


Assistant Secretary

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 4th day of April, 1985 before me personally appeared ANN CHERRY, to me personally known, who, being by me duly sworn, says that he is a Vice President of BANKERS TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation 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 corporation.

(NOTARIAL SEAL)

Jennifer Holder
Notary Public, State of New York
No. 4770105
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires March 30, 1987

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 18th day of March, 1985 before me personally appeared James J. Unger, to me personally known, who being by me duly sworn, says that he is Senior V.P.-Finance of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation 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 corporation.

(NOTARIAL SEAL)

Kathleen Mackey
KATHLEEN MACKAY
Notary Public, State of New York
No. 4770105
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires March 30, 1986

EXHIBIT A

Description of Substituted Equipment

Cars Initialled ACFX and Numbered	A.A.R. Mechanical Designation Code	Placed In Service	Cost	Cost Less 1/20th For Each Year In Service	Fair Value	Value
38361	C214	Mar. 1985	\$44,719	\$ 44,719	\$ 44,719	\$ 44,719
38362	C214	Mar. 1985	\$44,719	44,719	44,719	44,719
38363	C214	Mar. 1985	\$44,719	<u>44,719</u>	<u>44,719</u>	<u>44,719</u>
			\$134,157	\$134,157	\$134,157	\$134,157