



ACF INDUSTRIES

INCORPORATED

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

RECORDATION NO. 14511-A Filed 1425

5-000A080

March 5, 1985 MAR 7 1985 10 23 AM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Re: Equipment Trust Agreement
dated as of December 21, 1984
(Series P)

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. Sec. 11303 and the regulations thereunder eight original counterparts of a Supplemental Equipment Trust Agreement (the "Supplement") dated as of February 14, 1985, between the following:

- (a) Trustee-Lessor: Mercantile-Safe Deposit and Trust Company
2 Hopkins Plaza
P. O. Box 2558
Baltimore, Md. 20213
- (b) Lessee: ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

The Supplement is a supplement to the Equipment Trust Agreement dated as of December 21, 1984 between the parties which was filed and recorded in your office at 2:10 P.M. on December 21, 1984, under Recordation No. 14511. Since no previous supplements to the Equipment Trust Agreement have been recorded with the Commission, the enclosed document should be assigned Recordation No. 14511-A.

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 seven copies of the enclosed Supplement, all bearing the commission's recordation data, be re-

S. CRAMER

[Handwritten signature]

Secretary
Interstate Commerce Commission

March 5, 1985

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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

Interstate Commerce Commission
Washington, D.C. 20423

3/7/85

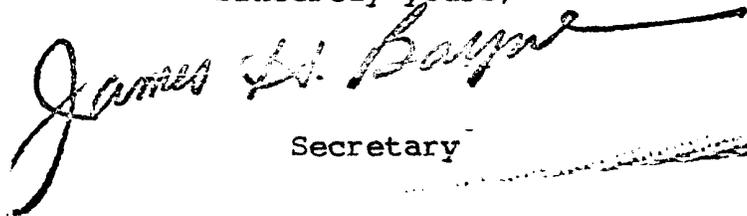
OFFICE OF THE SECRETARY

Robert C. Bickford
ACF Industries
750 Third Avenue
New York, N.Y. 10017

Dear Sir:

The enclosed document (s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/7/85 at 10:25am and assigned re-
recording number (s). 14511-A

Sincerely yours,


Secretary

Enclosure (s)

REGISTRATION NO. 14511-A Filed 1425

MAR 7 1985 9 25 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT, dated as of February 14, 1985, to the Equipment Trust Agreement, dated as of December 21, 1984, by and between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Trustee, and ACF INDUSTRIES, INCORPORATED.

WITNESSETH that:

WHEREAS, Section 12.01 of the Equipment Trust Agreement permits the parties thereto to amend the Equipment Trust Agreement under certain limited circumstances, one of which is "to correct or supplement any provision herein which may be defective or inconsistent with any other provision herein," but prohibits any amendments that "adversely affect the interest of the holders of the Trust Certificates"; and

WHEREAS, this Supplemental Agreement will not adversely affect the interests of the holders of Trust Certificates under the Equipment Trust Agreement; and

WHEREAS, all conditions and requirements necessary to make this Supplemental Agreement a valid instrument

that is legally binding on the parties hereto and the holders of Trust Certificates have been satisfied;

NOW, THEREFORE, in accordance with the provisions of Section 12.01 of the Equipment Trust Agreement, the Trustee and ACF Industries, Incorporated agree as follows:

§ 1. Section 5.01 of the Equipment Trust Agreement is amended so that it now reads in its entirety as follows:

SECTION 5.01. Lease of Trust Equipment.
The Trustee does hereby let and lease to the Company, for the term commencing on the date of this Agreement and ending on December 15, 1998, all of the Trust Equipment.

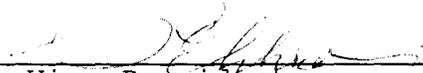
§ 2. All terms contained in this Supplemental Agreement which are defined in the Equipment Trust Agreement shall, for all purposes hereof, have the meaning given such terms in the Equipment Trust Agreement.

§ 3. This Supplemental Agreement is being executed in several counterparts, each of which when so executed shall be deemed to be an original, but such counterparts shall constitute one and the same instrument.

IN WITNESS WHEREOF, Mercantile-Safe Deposit and Trust Company has caused this Supplemental Agreement

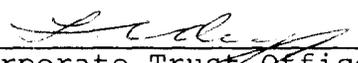
to be executed by one of its Vice Presidents and has caused its corporate seal to be affixed hereto and attested to by one of its Corporate Trust Officers; ACF Industries, Incorporated has caused this Supplemental Agreement to be executed by one of its officers and has caused its corporate seal to be affixed hereto and attested to by one of its Assistant Secretaries.

Mercantile-Safe Deposit and
Trust Company, Trustee

By 
Vice President

[CORPORATE SEAL]

Attest:


Corporate Trust Officer

ACF Industries, Incorporated

By 

[CORPORATE SEAL]

Attest:


Assistant Secretary

STATE OF MARYLAND)
 : ss.:
CITY OF BALTIMORE)

On this ~~11th~~ ^{8th} day of ~~February~~ ^{February}, 1985, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is a Vice President of MERCANTILE-SAFE DEPOSIT AND 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.

Patricia A. Conn
Notary Public, State of Maryland

[NOTARIAL SEAL]

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

On this ~~21st~~ ^{8th} day of ~~December~~ ^{February}, 1985, before me personally appeared ROBERT J. MITCHELL, to me personally known, who, being by me duly sworn, says that he is Treasurer 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.

Robert J. Mitchell
Notary Public, State of New York

[NOTARIAL SEAL]

ROBERT J. MITCHELL
NOTARY PUBLIC, State of New York
No. 421002
Qualified in New York County
Commission Expires March 30, 1985