

OCT 6 - 1980 - 2 42 PM

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INTERSTATE COMMERCE COMMISSION

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ACF INDUSTRIES

INCORPORATED

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

No. 60A122

Date OCT 6 1980

October 3, 1980

Fee \$ 20.00

ICC Washington, D. C.

Certified Mail

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

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 September 23, 1980, between the following:

- (a) Trustee-Lessor Chemical Bank
55 Water Street
New York, New York 10041
- (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:

- 3 - Railroad Center Flow Covered Hopper Cars, AAR Mechanical Designation LO, initialled ACFX and numbered 59174 through 59176 inclusive.

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

- 10 - Railroad Center Flow Covered Hopper Cars, AAR Mechanical Designation LO, initialled ACFX and numbered 47757, 55015, 55188, 55487, 64061, 64063, 64078, 64094, 64162 and 64185.
- 1 - Railroad Tank Car, AAR Mechanical Designation TPI, initialled ACFX and numbered 85464.
- 1 - Railroad Tank Car, AAR Mechanical Designation TLI, initialled ACFX and numbered 89800.

Countypat - Gerard Johnson

2 documents plus one letter

*6220-C fee 20.00
6220-D*

This was Partial Release

6220-c
RECORDATION NO. Filed 1425

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INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST SERIES A

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated September 23, 1980

between

CHEMICAL BANK, Trustee

and

ACF INDUSTRIES, INCORPORATED

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SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated September 23, 1980, between CHEMICAL BANK, 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 as of July 1, 1971 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries Equipment Trust, Series A," 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 5.06 of the Agreement, the Trustee has assigned and transferred to the Company certain units of the Trust Equipment specifically described in 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 Engineer's Certificate and 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 5.06 of the Agreement; and

WHEREAS, Section 5.06 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 hereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

CHEMICAL BANK, Trustee

By 
Senior Trust Officer

(Corporate Seal)

Attest:


Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By 
Treasurer

(Corporate Seal)

Attest:

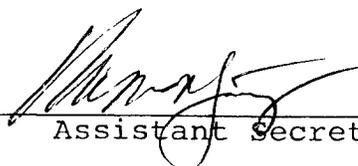

Assistant Secretary

EXHIBIT A

Description of Substituted Equipment

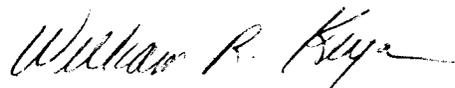
3 Cars Put Into Use On Or After October 1, 1979

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIGNATION CODE</u>	<u>INITIALED ACFX AND NUMBERED</u>
3	LO	59174-59176

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

On this 25th day of *September, 1980* before me personally appeared **W. H. BERLS**, to me personally known, who, being by me duly sworn, says that he is a **Senior Trust Officer** of **CHEMICAL BANK**, that one of the seals affixed to the foregoing instrument is the corporate seal 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.

(NOTARIAL SEAL)



WILLIAM R. KEYES
Notary Public, State of New York
No. 24-4096213
Qualified in New York County
Commission Expires March 30, 1981

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

On this 22nd day of *September, 1980* before me personally appeared **H. A. Borst**, to me personally known, who, being by me duly sworn, says that he is the 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 in 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)



ANTHONY M. ROMANELLO
Notary Public, State of New York
No. 31-4706607
Qualified in New York County
Commission Expires March 30, 1981