

Secretary
Interstate Commerce Commission
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<u>Quantity</u>	<u>AAR Mechanical Designation Code</u>	<u>Initialed ACFX and Numbered</u>
1	TM	83560
1	TPI	85541
1	TLI	89640
1	TMI	89661
1	TLI	89724
1	TL	89758

The enclosed Supplement supplements the Equipment Trust Agreement dated as of July 1, 1971 between Chemical Bank, Trustee-Lessor, and ACF Industries, Incorporated, Lessee, which was filed and recorded in your office at 2:45 P.M. on July 2, 1971, under Recordation No. 6220, 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. 6220-E, we request that the enclosed items follow sequentially with the next available alphabetical letters.

We also enclose a check drawn to the order of the Commission in the sum of \$20 in payment of the recordation fees in this connection.

We request that four copies of the enclosed Supplement and three copies of the enclosed Bill of Sale, including in each case the copy stamped "ACF copy" in the upper right-hand corner, all bearing the Commission's recordation data, be returned to R. W. Montgomery, Assistant Secretary, ACF Industries, Incorporated, 750 Third Avenue, New York, New York 10017, or to the bearer.

Sincerely,



E. C. Hall
Secretary

ECH:ss
Enclosures

RECORDATION NO. *6220-2* Filed 1428

JUL 20 1981 -10 35 AM
INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST SERIES A

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated May 21, 1981

between

CHEMICAL BANK, Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated May 21, 1981, 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

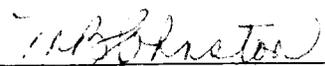
in their respective corporate names by their respective officers hereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

CHEMICAL BANK, Trustee

By 
Senior Trust Officer

(Corporate Seal)

Attest:


Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By 
Treasurer

(Corporate Seal)

Attest:

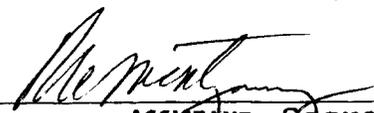

ASSISTANT Secretary

EXHIBIT A

Description of Substituted Equipment

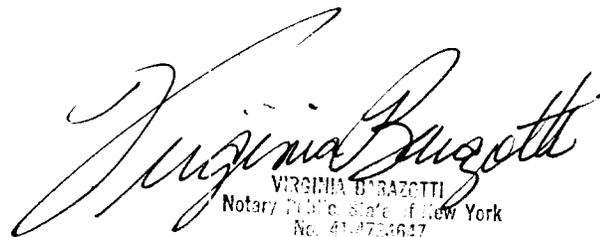
5 Cars Put Into Use On Or After September 1, 1980

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIGNATION CODE</u>	<u>INITIALLED ACFX AND NUMBERED</u>
5	L351	44806-44810

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

On this *12th* day of *June*, 1981 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)

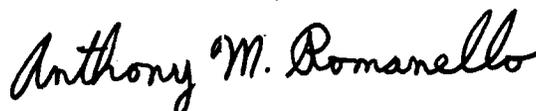


VIRGINIA BAROZZI
Notary Public, State of New York
No. 41-473647
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1983

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

On this *21st* day of *May*, 1981 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. 31-4702607
Qualified in New York County
Commission Expires March 30, 1983