



# ACF INDUSTRIES

INCORPORATED

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

AL 5-123A038

Date May 1, 1985

10.00

Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

RECORDATION NO. 6220-0 Filed 1425

MAY 3 1985 - 10 45 AM

Re: Equipment Trust Agreement ~~INTERSTATE~~ **INTERSTATE** COMMERCE COMMISSION  
dated as of July 1, 1971  
(Series A)

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: Chemical Bank  
55 Water Street  
New York, N. Y. 10041
- (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 July 1, 1971 between the parties which was filed and recorded in your office at 2:45 P.M. on July 2, 1971, under Recordation No. 6220. Since the last previous document relating to the Equipment Trust Agreement was recorded under No. 6220-N, the enclosed document should be assigned the next appropriate designation.

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-

*Handwritten notes:*  
check  
no. 6220-0

*Handwritten signatures:*  
C. ...  
Harold Segel

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

Interstate Commerce Commission  
Washington, D.C. 20423

5/3/85

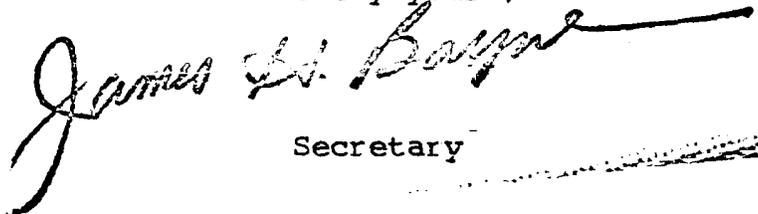
OFFICE OF THE SECRETARY

Robert C. Bickford  
ACF Industries, Inc.  
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 5/3/85 at 10:45am and assigned re-  
recording number(s). 5864-D, 8224-B, 6220-0

Sincerely yours,

  
Secretary

Enclosure(s)

RECORDATION NO. *6220-0* Filed 1425

MAY 3 1985 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED  
EQUIPMENT TRUST SERIES A

---

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated March 20, 1985

between

CHEMICAL BANK, Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated March 20, 1985 , 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 *Peter Nune*

(Corporate Seal)

Attest:

*M. J. Johnston*  
Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By *James J. Kinger*  
Senior Vice President - Finance

(Corporate Seal)

Attest:

*Mary L. Breslin*  
Assistant Secretary

EXHIBIT A

Description of Substituted Equipment

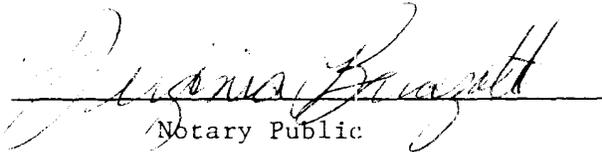
Two (2) Cars Put Into Use On Or After March 1, 1985.

<u>QUANTITY</u>	<u>AAR MECHANICAL DESIGNATION CODE</u>	<u>INITIALED ACFX AND NUMBERED</u>
2	C214	38359 & 38360

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

On this 23<sup>rd</sup> day of April, 1985 before me personally appeared Peter Morse, to me personally known, who, being by me duly sworn, says that he is a 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)

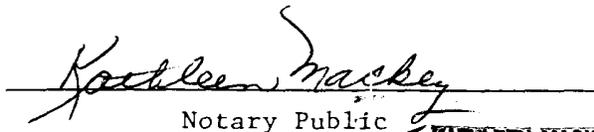
  
Notary Public

VIRGINIA BARAZOTTI  
Notary Public, State of New York  
No. 41-473447  
Qualified in Queens 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 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)

  
Notary Public

KATHLEEN MACKEY  
Notary Public, State of New York  
No. 4779405  
Qualified in Westchester County  
Certificate Filed in New York County  
Commission Expires March 30, 1987