



# ACF INDUSTRIES

INCORPORATED

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

No. FEB 17 1981  
 Date.....  
 Fee \$30.00  
 ICC Washington, D. C.

1048A0168  
2. Hunt

RECORDATION NO. 7858-A  
FILED 1428

February 12, 1981

FFB 17 1981 - 3 20 PM

INTERSTATE COMMERCE COMMISSION

Pro. Lee - This should be  
Recordation No. 7858-A.

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 six original counterparts of a Supplemental Equipment Trust Agreement dated December 29, 1980, between the following:

- (a) Trustee-Lessor            Citibank, N.A.  
   111 Wall Street  
   New York, New York 10043
- (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:

- 4 - Railroad Center Flow Covered Hopper Cars, AAR Mechanical Designation L554, initialled ACFX and numbered 59177 through 59180 inclusive.
- 3 - Railroad Tank Cars, AAR Mechanical Designation T105, initialled ACFX and numbered 75316, 75318 and 75321.

The enclosed Supplemental Equipment Trust Agreement supplements the Equipment Trust Agreement dated as of February 15, 1975 between Citibank, N.A. (then known as First National City Bank) Trustee-Lessor, and ACF Industries, Incorporated, Lessee, which was filed and recorded in your office at 3:30 P.M. on March 10, 1975, under Recordation No. 7858. No supplement or other document relating to the Equipment Trust Agreement having been filed with you since that date, it appears that the enclosed item should follow sequentially with Recordation No. 7858-A.

Kearan S. Horton  
C. G. [Signature]

RECEIVED  
FEB 17 3 21 PM '81  
FEE OPERATION BR.  
D.C.

Secretary  
Interstate Commerce Commission  
Page 2

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

We request that five copies of the enclosed Supplemental Equipment Trust Agreement, including the copy stamped "ACF" 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,

  
R. W. Montgomery  
Assistant Secretary

RWM:ss  
Enclosures

**ACF INDUSTRIES**  
INCORPORATED

**Interstate Commerce Commission**  
Washington, D.C. 20423

2/17/81

OFFICE OF THE SECRETARY

**R.W. Montgomery**  
**Assistant Secretary**  
**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 2/17/81 at 3:30pm, and assigned re-  
recording number(s). 7858-A, 6965-C & 6965-D

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

EXECUTED IN 7 COUNTERPARTS OF  
WHICH THIS IS COUNTERPART No. 3

RECORDATION NO. 7858-A  
FEB 14 1981

FFB 17 1981 -3 20 PM  
INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED  
EQUIPMENT TRUST, SERIES D

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SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated December 29, 1980

between

CITIBANK, N.A., Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT DATED DECEMBER 29, 1980 between CITIBANK, N.A., (formerly named First National City Bank) a national banking association incorporated and existing under the laws of the United States of America, 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 February 15, 1975 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries, Incorporated Equipment Trust, Series D," 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 \$270,852.00 out of funds previously deposited with the Trustee pursuant to Section 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 Officer's 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.

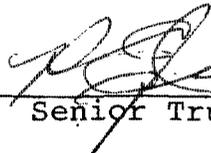
The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Agreement or the due execution hereof by the Company or for or in respect of the correctness of the recitals of fact contained herein, which recitals are made by the Company.

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

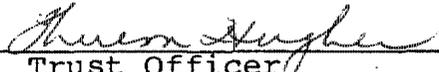
officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

CITIBANK, N.A., Trustee

By   
Senior Trust Officer

(Corporate Seal)

Attest:

  
Trust Officer

ACF INDUSTRIES, INCORPORATED

By   
Treasurer

(Corporate Seal)

Attest:

  
Assistant Secretary

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
59177	L554	Oct. 1979	\$ 43,336	\$ 41,169	\$ 41,391	\$ 41,169
59178	L554	Oct. 1979	43,336	41,169	41,391	41,169
59179	L554	Oct. 1979	43,336	41,169	41,391	41,169
59180	L554	Oct. 1979	43,336	41,169	41,391	41,169
75316	T105	Sept. 1980	37,462	37,462	37,462	37,462
75318	T105	Sept. 1980	37,462	37,462	37,462	37,462
75321	T105	Sept. 1980	<u>37,462</u>	<u>37,462</u>	<u>37,462</u>	<u>37,462</u>
			\$285,730	\$277,062	\$277,950	\$277,062

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

On this 13<sup>TH</sup> day of JANUARY, 1981, before me personally appeared RALPH E. JOHNSON, to me personally known, who, being by me duly sworn, says that he is a Senior Trust Officer OF CITIBANK, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of the 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)

*H. Douglas Hunter*

H. DOUGLAS HUNTER  
Notary Public, State of New York  
No. 31-4707995  
Qualified in New York County  
Term Expires March 30, 1981

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

On this 29<sup>th</sup> day of December, 19  , before me personally appeared H. A. Borst, 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.

(NOTARIAL SEAL)

*Anthony M. Romanello*

ANTHONY M. ROMANELLO  
Notary Public, State of New York  
No. 31-4703507  
Qualified in New York County  
Commission Expires March 30, 1981