



ACF INDUSTRIES

INCORPORATED

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

1-20/A070
Date **JUL 20 1981**
Fee \$ 10.00
ICC, Washington, D. C.

RECORDATION NO. 7858-B
FILED 1288

JUL 20 1981 -10 35 AM

July 14, 1981

INTERSTATE COMMERCE COMMISSION

*Mrs. Lee -
we think this one is 7858-B,
but please check to be sure*

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: ETA 2/15/75 (Series D)

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 (the Supplement) dated June 22, 1981, between the following:

- (a) Trustee-Lessor Citibank, N.A.
 111 Wall Street
 New York, New York 10015
- (b) Lessee: ACF Industries, Incorporated
 750 Third Avenue
 New York, New York 10017

The equipment covered by the above Supplement is as follows:

- 6 - Railroad Center Flow Covered Hopper Cars, AAR
 Mechanical Designation L351, initialled ACFX
 and numbered 44820 through 44824, inclusive,
 and 44826.

The enclosed instrument supplements the Equipment Trust Agreement dated as of February 15, 1975 between Citibank, N.A. (formerly 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. ~~On~~ ^{the} supplement relating to the Equipment Trust Agreement having been filed with you since that date, under Recordation No. 7858-A, we request that the enclosed item be recorded sequentially with the next available alphabetical letter.

We enclose also a check drawn to the order of the Commission in the sum of \$10 in payment of the recordation fees in this connection.

RECEIVED
JUL 20 10 26 AM '81
I. O. C. C.
REGISTRATION BR.

Secretary
Interstate Commerce Commission
Page 2

We request that five copies of the enclosed Supplement, including 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

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

RECORDATION NO. 7858-B
Filed 1428

JUL 20 1981 -10 35 AM
INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST, SERIES D

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated June 22, 1981

between

CITIBANK, N.A., Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT DATED June 22, 1981

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 \$205,566.00 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:

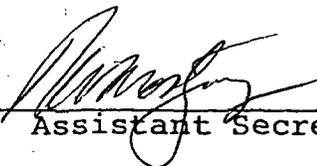

Assistant Secretary

EXHIBIT A

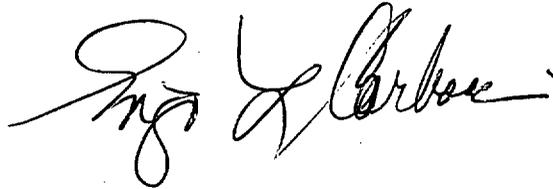
Description of Substituted Equipment

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
44820	L351	Sept. 1980	\$39,200	\$ 39,200	\$ 39,200	\$ 39,200
44821	L351	Sept. 1980	39,200	39,200	39,200	39,200
44822	L351	Sept. 1980	39,200	39,200	39,200	39,200
44823	L351	Sept. 1980	39,200	39,200	39,200	39,200
44824	L351	Sept. 1980	39,200	39,200	39,200	39,200
44826	L351	Sept. 1980	39,200	<u>39,200</u>	<u>39,200</u>	<u>39,200</u>
				\$235,200	\$235,200	\$235,200

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

On this 3rd day of JULY, 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)

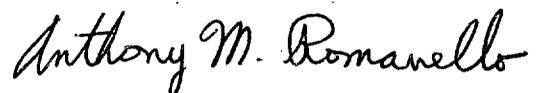


ENZO L. CARBOCCI
Notary Public, State of New York
No. 43-5605595
Qualified in Richmond County
Cert. filed in New York County
Term Expires March 30, 1982

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

On this 22nd day of June , 1981, 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
Notary Public, State of New York
No. 31-4703607
Qualified in New York County
Commission Expires March 30, 1983