



ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, RECORDATION NO. 7858-C (212) 986-8600, CABLE ADDRESS: ACFUSA

FEB 19 1985 12:50 PM

FEB 19 1985 February 12, 1985
INTERSTATE COMMERCE COMMISSION

10.00

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

5-050A044

Re: Equipment Trust Agreement dated February 15, 1975
(Series D)

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 January 9, 1985, between the following:

- (a) Trustee-Lessor: Citibank, N. A.
5 Hanover Square
New York, New York 10043
- (b) Lessee: ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

The equipment covered by the Supplement consists of 6 railroad covered hopper cars, AAR mechanical designation C214, initialled ACFX and numbered 38274 through 38279.

The Supplement is a supplement to the Equipment Trust Agreement dated as of February 15, 1975 between the parties (the name of Citibank, N. A. having then been First National City Bank), which was filed and recorded in your office at 3:30 P.M. on March 10, 1975, under Recordation No. 7858. Since two previous supplements to the Equipment Trust Agreement have been recorded with the Commission under Nos. 7858-A and 7858-B, the enclosed document should be assigned Recordation No. 7858-C.

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.

Hand signed

*Thank this
is 7858-C
but please
check -
Frank*

Counterpart

RECORDED
FEB 19 1985
1 47 PM '85
MOTOR VEHICLE UNIT
THIRD AVENUE
NEW YORK, N.Y.

Secretary
Interstate Commerce Commission

February 12, 1985

- 2 -

We request that four copies of the enclosed Supplement, all bearing the Commission's recordation data, be returned 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

2/19/85

Interstate Commerce Commission
Washington, D.C. 20423

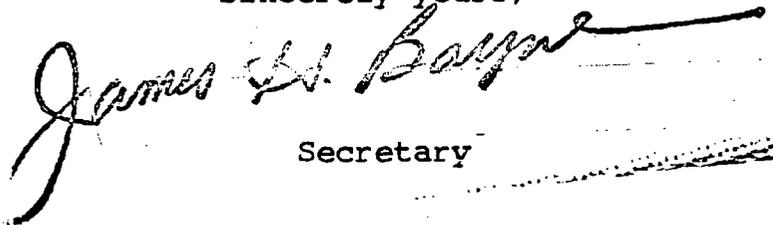
OFFICE OF THE SECRETARY

Robert C. Bickford
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 2/19/85 at 12:50pm and assigned re-
recording number(s). 7858-C

Sincerely yours,


Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. *7858-C* Filed 1425

FEB 19 1985 - 12⁵⁰ PM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST, SERIES D

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated January 9, 1985

between

CITIBANK, N.A., Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT DATED January 9, 1985
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
\$ 251,251.00 out of funds previously deposited with the Trustee
pursuant to Section 5.08 of the Agreement and simultaneously there-
with 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 E. Gilburn
Senior Trust Officer

(Corporate Seal)

Attest:

K.K. McKenna
Trust Officer
K.K. McKenna

ACF INDUSTRIES, INCORPORATED

By Robert J. Mitchell
Treasurer

(Corporate Seal)

Attest:

Mary L. Breslin
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
38274	C214	October 1984	\$ 44,486	\$ 44,486	\$ 44,486	\$ 44,486
38275	C214	October 1984	44,486	44,486	44,486	44,486
38276	C214	October 1984	44,486	44,486	44,486	44,486
38277	C214	October 1984	44,486	44,486	44,486	44,486
38278	C214	October 1984	44,486	44,486	44,486	44,486
38279	C214	October 1984	44,486	44,486	44,486	44,486
				<u>\$266,916</u>	<u>\$266,916</u>	<u>\$266,916</u>

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

On this 7th day of February, 1985, before me personally appeared E. GIBBONS, 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)

Robert F. Frier

ROBERT F. FRIER
Notary Public, State of New York
No. 31-4762885
Qualified in New York County
Commission Expires March 30, 1986

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

On this 9th day of JANUARY, 1985, before me personally appeared R. J. Mitchell, 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)

Kathleen Mackey

KATHLEEN MACKEY
Notary Public, State of New York
No. 4770405
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires March 30, 1986