



ACF INDUSTRIES

INCORPORATED

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

8224-B
RECORDATION NO. _____ Filed 1426 May 1, 1985

MAY 3 1985 10 25 AM

5-123A037

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

INTERSTATE COMMERCE COMMISSION

No. _____
Date MAY 3 1985
Fee \$ 10.00

Re: Equipment Trust Agreement
dated as of February 1, 1976 ICC Washington, D. C.
(Series E)

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: The Chase Manhattan Bank, N.A.
One Chase Manhattan Plaza
New York, N. Y. 10081
- (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 February 1, 1976 between the parties which was filed and recorded in your office at 11:55 A.M. on February 27, 1976 under Recordation No. 8224. Since the last previous document relating to the Equipment Trust Agreement was recorded under No. 8224-A, 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-

*Thank this
will be
8224-B*

Counterpart
Arnold Siegel

1
10:30 AM '85

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

8224-B

REGISTRATION NO. *8224-B* Filed 1420

MAY 3 1985 10 55 AM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST SERIES E

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated March 20, 1985

between

THE CHASE MANHATTAN BANK, N.A., Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT DATED March 20, 1985,
between The Chase Manhattan Bank, N.A., 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 1, 1976 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries, Incorporated Equipment Trust Series E", 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 \$ 261,519.00 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:

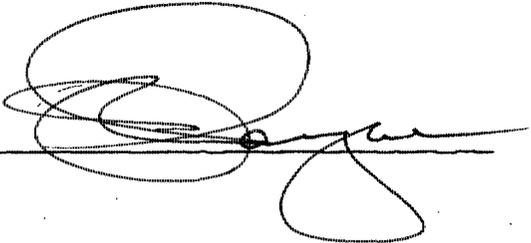
The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals 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.

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

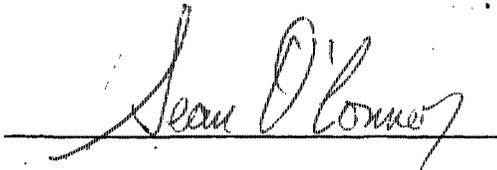
officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

THE CHASE MANHATTAN BANK, N.A.,
Trustee

By 

(Corporate Seal)

Attest:



ACF INDUSTRIES, INCORPORATED

By 
Senior Vice President - Finance

(Corporate Seal)

Attest:


Assistant Secretary

EXHIBIT A

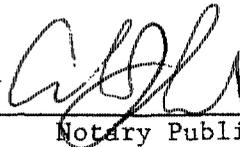
Description of Substituted Equipment

<u>Cars Initialled ACFX and Numbered</u>	<u>AAR Mechanical Designation Code</u>	<u>Placed In Service</u>	<u>Cost</u>	<u>Cost Less 1/20th For Each Year In Service</u>	<u>Fair Value</u>	<u>Value</u>
38364	C214	March 1985	\$ 44,719	\$ 44,719	\$ 44,719	\$ 44,719
38365	C214	March 1985	44,719	44,719	44,719	44,719
38366	C214	March 1985	44,719	44,719	44,719	44,719
38367	C214	March 1985	44,719	44,719	44,719	44,719
38368	C214	March 1985	44,719	44,719	44,719	44,719
38369	C214	March 1985	44,719	44,719	44,719	44,719
			\$ 268,314	\$ 268,314	\$268,314	\$ 268,314

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

On this 16th day of April, 1985, before me personally appeared J. A. Payne, to me personally known, who, being by me duly sworn, says that he is a Vice President of Chase Manhattan Bank, 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)



Notary Public

ALAN J. SOEL
Notary Public, State of New York
No. 41-4737477
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 a 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 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)



Notary Public

KATHLEEN MACKEY
Notary Public, State of New York
No. 4776405
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires March 30, 1986