



ACF INDUSTRIES

INCORPORATED

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

RECORDATION NO. *6965-C* Filed 1426

FEB 17 1981

Date.....

Fee \$.....

ICC Washington, D.C.

1-48A158

RECORDATION NO. *6965-D* Filed 1426

FEB 17 1981 - 3 50 PM

FFB 17 1981 - 3 20 PM

February 12, 1981 INTERSTATE COMMERCE COMMISSION

*Mrs. Lee - This should be
Recordation Nos. 6965-C
and 6965-D*

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 five original counterparts of a Supplemental Equipment Trust Agreement and four original counterparts of a Bill of Sale, both dated January 27, 1981, between the following:

- (a) Trustee-Lessor Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21203
- (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:

- 13 - Railroad Center Flow Covered Hopper Cars, AAR Mechanical Designation L351, initialled ACFX and numbered 44782, 44784, 44785 and 44787 through 44796 inclusive.

The equipment covered by the above Bill of Sale is as follows:

- 17 - Railroad Center Flow Covered Hopper Cars, AAR Mechanical Designation LO, initialled ACFX and numbered 47794, 47906, 47941, 55244, 55527, 55528, 55582, 55605, 55609, 55610, 55642, 55743, 55963, 55999, 57300, 57315 and 64265.
- 18 - Railroad Tank Cars, with AAR Mechanical Designations, initials and numbers listed as follows:

Kenneth P. Holtz
Consul General

<u>Quantity</u>	<u>AAR Mechanical Designation Code</u>	<u>Initialed ACFX and Numbered</u>
1	TRI	83338
1	TMI	83595
1	TMI	83597
1	TM	83794
1	TLI	83832
1	TL	83851
1	TMI	83879
1	TLI	83883
2	TLI	83890-83891
1	TM	83938
1	TM	83972
1	TM	83979
1	TMI	84051
1	TPI	85755
1	TM	89900
1	TM	89908
1	TLI	89954

The enclosed Supplemental Equipment Trust Agreement supplements the Equipment Trust Agreement dated as of March 15, 1973 between Mercantile-Safe Deposit and Trust Company, Trustee-Lessor, and ACF Industries, Incorporated, Lessee, which was filed and recorded in your office at 9:45 A.M. on March 22, 1973, under Recordation No. 6965, and the enclosed Bill of Sale releases from said Equipment Trust Agreement the equipment described above in respect of said Bill of Sale. The most recent supplement or other document relating to the Equipment Trust Agreement having been assigned Recordation No. 6965-B, it appears that the enclosed items should follow sequentially with Nos. 6965-C and 6965-D.

We also enclose a check drawn to the order of the Commission in the sum of \$20.00 in payment of the recordation fees in this connection.

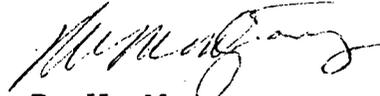
We request that four copies of the enclosed Supplemental Equipment Trust Agreement and three copies of the enclosed Bill of Sale, including in each case the copy stamped "ACF" in the upper right hand corner, all bearing the Commission's recordation data, be returned to R. W. Montgomery, Assistant Secretary, ACF Industries,

ACF INDUSTRIES
INCORPORATED

Secretary
Interstate Commerce Commission
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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

RECORINATION NO. 6965-12 Filed 1425

FFB 17 1981 -3 20 PM

ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST SERIES B

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated January 27, 1981

between

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated January 27, 1981, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a corporation duly organized and existing under the laws of the State of Maryland, 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 March 15, 1973 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries Equipment Trust, Series B," 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 had 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.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, Trustee

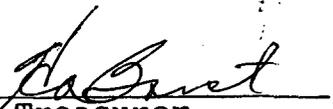
By 
ASSISTANT VICE PRESIDENT

(Corporate Seal)

Attest:



ACF INDUSTRIES, INCORPORATED

By 
Treasurer

(Corporate Seal)

Attest:


Assistant Secretary

EXHIBIT A

Description of Substituted Equipment

13 Cars Put Into Use On Or After December 1, 1980

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIGNATION CODE</u>	<u>INITIALED ACFX AND NUMBERED</u>
1	L351	44782
2	L351	44784-44785
10	L351	44787-44796

STATE OF)
) ss.:
COUNTY OF)

On this *4th* day of *February, 1981*, before me personally appeared *R. E. Schreiber*, to me personally known, who, being by me duly sworn, says that he is a **ASSISTANT VICE PRESIDENT** of **MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY**, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf 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)



My commission expires July 1, 1982

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

On this 27th day of January 1981 before me personally appeared *H. A. Borst* to me personally known, who, being by me duly sworn, says that he is the 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, 1981