



ACF INDUSTRIES

INCORPORATED

3301 RIDER TRAIL SOUTH, EARTH CITY, MISSOURI 63045-1393 • (314) 344-4500

RECORDATION NO. *6965-F* FILED 1425

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100 OFFICE OF THE STOREMAN
Dec 2 9 11 AM '85
MOTOR CARRIER UNIT

DEC 2 1985 -10 05 AM

DEC 2 1985 -10 05 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

DEC 2 1985 - 5 - 336A020

November 27, 1985

Date

Fee \$ *20.00*

ICC Washington, D. C.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

2 docs - \$20.00 fee

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 the following:

These will be 6965-E

1. A Supplemental Equipment Trust Agreement dated November 18, 1985 between the following:
 - (a) Trustee-Lessor Mercantile-Safe Deposit and Trust Company
2 Hopkins Plaza
Baltimore, Md. 21203
 - (b) Lessee ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Mo. 63045

The equipment covered by the Supplement consists of three railroad covered hopper cars as specified therein. *Eds. 3 cars.*

The Supplement is a supplement to 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.

These will be 6965-F

2. Bill of Sale dated November 20, 1985, operating as a partial release from the Equipment Trust Agreement of the 19 railcars specified in Exhibit B thereto, duly executed by the Trustee-Lessor. *Covers 19 cars released.*

Secretary
Interstate Commerce Commission

November 27, 1985

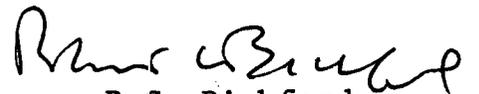
-2-

Since the last previous supplement to the Equipment Trust Agreement was recorded with the Commission under No. 6965-D, the enclosed documents should be assigned Recordation No. 6965-E and 6965-F.

We also enclose two checks drawn to the order of the Commission, each in the sum of \$10.00, in payment of the recordation fees in this connection.

We request that four copies of the enclosed Supplement and Bill of Sale, all bearing the Commission's recordation data, be returned to R.C. Bickford, Assistant Secretary, ACF Industries, Incorporated, 500 Fifth Ave., New York, New York 10110, or to the bearer.

Sincerely,


R.C. Bickford
Assistant Secretary

RCB:psr
Encl.

6965-E

REGISTRATION NO. 6965-E
FILED 1425

DEC 2 1985 -10 02 AM
INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST SERIES "B"

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated November 18, 1985

BETWEEN

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, TRUSTEE

AND

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated November 18, 1985, 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 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 and Engineer's Certificate and 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 5.06 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 ensembling 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

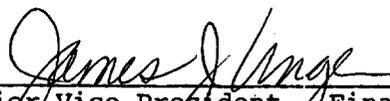
By 
VICE PRESIDENT

(Corporate Seal)

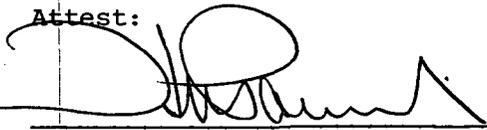
Attest:


CORPORATE TRUST OFFICER

ACF INDUSTRIES, INCORPORATED

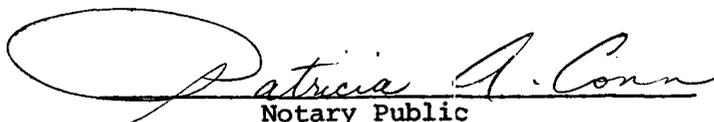
By 
Senior Vice President Finance and
Chief Financial Officer

(Corporate Seal)

Attest: 
Secretary

STATE OF *Maryland*)
) SS:
COUNTY OF *Baltimore*)

On this *20th* day of *November, 1985*, before me personally appeared
R. E. Schreiber, to me personally known, who, being
by me duly sworn, says that he is *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 acknowledges that the execution of the
foregoing instrument was the free act and deed of said bank.


Notary Public

My commission expires:

7/1/86

STATE OF *Missouri*)
) SS:
COUNTY OF *ST. LOUIS*)

On this *12th* day of *November 1985*, before me personally appeared
James J. Unger, to me personally known, who, being
by me duly sworn, says that he is the Senior Vice President - Finance
and Chief Financial Officer 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.


Notary Public

My commission expires:

~~JANET L. ZIMMERMAN
NOTARY PUBLIC - STATE OF MISSOURI
COUNTY OF ST. CHARLES
MY COMMISSION EXPIRES DEC. 2, 1988~~

EXHIBIT "A"

Description of Substituted Equipment

Cars Put Into Use On Or After March 1, 1985:

<u>QUANTITY</u>	<u>AAR DESIGNATION</u>	<u>INITIALED ACFX & NUMBERED</u>
2	C414	59940 & 59941
1	C614	59966
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E.T. 1973 "B" - 11/85