



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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DEC 2 1985 -10 05 AM

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INTERSTATE COMMERCE COMMISSION

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DEC 2 1985 5-330A020

November 27, 1985

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:

- 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. *Added 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.

- 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.*

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Handwritten note: 6965-F

Secretary
Interstate Commerce Commission

November 27, 1985

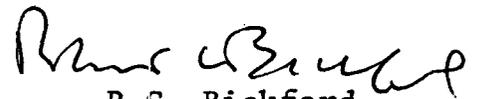
-2-

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.

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INTERSTATE COMMERCE COMMISSION

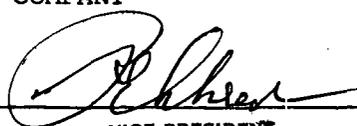
BILL OF SALE

Mercantile-Safe Deposit and Trust Company, as Trustee (hereinafter called the "Trustee") under the Equipment Trust Agreement dated March 15, 1973, between the Trustee and ACF Industries, Incorporated, a New Jersey corporation (hereinafter called the "Company"), in consideration of the sum of One Dollar and other good and valuable consideration paid by the Company, receipt whereof is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto the Company and its successors and assigns, the units of railroad equipment described in Exhibit "B" attached hereto and hereby made a part hereof, to have and to hold all and singular such units to the Company and such successors and assigns for its and their own use and behoof forever.

This Bill of Sale is made without recourse to the Trustee for any reason whatsoever and without representation of warranty of any kind by the Trustee.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be duly executed in its name this 20th day of NOVEMBER, 1985.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY

By 
VICE PRESIDENT

(SEAL)

Attest:

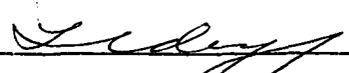

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY

EXHIBIT "B"

Description of Released Equipment

Cars Put Into Use On Or After January 1, 1971:

<u>QUANTITY</u>	<u>AAR DESIGNATION</u>	<u>INITIALED ACFX & NUMBERED</u>
1	L351	44792
9	LO	47827, 47936, 55151, 55840, 55874, 55915, 56014, 64304 & 64316
1	TP	80168
4	TM	83781, 83814, 83978, & 84038
3	TLI	83834, 83983 & 89928
1	TPI	85804
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