

726
Rec. No 11855-A
11855-B

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.

20006-2973

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN ILLINOIS

RECORDATION NO. 11855-A ✓
MAR 24 1988 - 11 25 AM

MAR 24 1988 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

March 24, 1988

INTERSTATE COMMERCE COMMISSION

No. 8-084A020

Date MAR 24 1988

Fee \$ 26.00

ICC Washington, D.C.

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) original signed copies each of 1) First Supplemental Equipment Trust Agreement dated as of February 15, 1988 and 2) Bill of Sale dated March 14, 1988, secondary documents as defined in the Commission's Rules for the Recordation of Documents.

The enclosed documents relate to the Equipment Trust Agreement dated as of May 15, 1980 between Morgan Guaranty Trust Company of New York, as Trustee, 30 West Broadway, New York, New York 10015 and ACF Industries, Incorporated, 3301 Rider Trail South, Earth City, Missouri 63045, which was duly filed and recorded on May 30, 1980 at 2:45 p.m. and assigned Recordation Number 11855.

A description of the railroad equipment covered by 1) and 2) above is set forth in Schedules A and B, respectively, attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return three (3) stamped copies each of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

C. Kappler

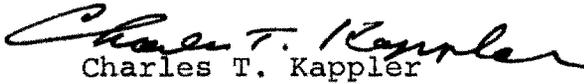
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MAR 24 11 25 AM '88
FBI

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
March 24, 1988
Page Two

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

First Supplemental Equipment Trust Agreement dated as of February 15, 1988 covering eleven (11) tank cars marked and numbered ACFX 71839 - ACFX 71849; and Bill of Sale dated March 14, 1988 covering sixteen (16) tank and hopper cars bearing ACFX mark and numbers.

Very truly yours,


Charles T. Kappler

Enclosures

SCHEDULE A

EXHIBIT "A"

Description of Substituted Equipment

| Quantity | Gears Installed ACFX and Numbered | AAK Mechanical Designation Code | Placed In Service | Cost | Fair Value |
|----------|---|---------------------------------------|----------------------|------------|------------|
| 1 | 71839 | "105 | 5/87 | \$ 39,627 | \$ 39,627 |
| 1 | 71840 | "106 | " | 47,810 | 47,810 |
| 1 | 71841 | "106 | " | 47,811 | 47,811 |
| 1 | 71842 | "106 | " | 47,811 | 47,811 |
| 1 | 71843 | "106 | " | 47,811 | 47,811 |
| 1 | 71844 | "106 | " | 47,811 | 47,811 |
| 1 | 71845 | "106 | " | 47,811 | 47,811 |
| 1 | 71846 | "106 | " | 47,811 | 47,811 |
| 1 | 71847 | "106 | " | 47,811 | 47,811 |
| 1 | 71848 | "106 | " | 47,811 | 47,811 |
| 1 | 71849 | "106 | " | 47,811 | 47,811 |
| 11 | | | | \$ 517,736 | \$ 517,736 |

SCHEDULE B

EXHIBIT "A"

Description of Released Equipment

| <u>Quantity</u> | <u>Cars Installed 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> |
|-----------------|---|--|------------------------------|-------------|--|-------------------|
| 1 | 49579 | 1153 | 5/80 | \$ 37,565 | \$ 26,295 | \$ 27,575 |
| 1 | 49616 | 1153 | 5/80 | 37,316 | 27,987 | 29,905 |
| 1 | 49628 | 1153 | 5/80 | 37,317 | 24,256 | 26,679 |
| 1 | 49646 | 1153 | 4/80 | 37,317 | 31,719 | 33,133 |
| 1 | 58878 | 1254 | 4/80 | 43,209 | 38,089 | 39,312 |
| 1 | 59189 | 1254 | 11/79 | 40,078 | 38,074 | 38,431 |
| 1 | 59232 | 1254 | 1/80 | 40,787 | 32,630 | 33,220 |
| 1 | 59400 | 1254 | 9/79 | 30,144 | 32,422 | 33,013 |
| 1 | 79056 | 1105 | 1/80 | 41,448 | 31,086 | 33,450 |
| 1 | 79067 | 1104 | 11/79 | 36,220 | 28,976 | 29,560 |
| 1 | 79073 | 1104 | 11/79 | 36,220 | 30,787 | 33,030 |
| 1 | 79132 | 1104 | 1/80 | 37,185 | 27,889 | 29,563 |
| 1 | 79321 | 1107 | 2/80 | 38,484 | 26,939 | 28,057 |
| 1 | 79842 | 1105 | 4/80 | 42,240 | 29,568 | 31,229 |
| 1 | 98796 | 1254 | 3/80 | 40,745 | 36,670 | 37,442 |
| 1 | 99132 | 1254 | 2/80 | 39,686 | 31,749 | 33,187 |
| | | | | | <u>\$ 495,936</u> | <u>\$ 517,586</u> |

Interstate Commerce Commission

Washington, D.C. 20423

3/24/88

OFFICE OF THE SECRETARY

Charles T. Kapper
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

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 3/24/88 at 11:25am, and assigned recordation number(s). 11855-A & 11855-B

Sincerely yours,



Secretary

Enclosure(s)

RECORDATION NO. 11855-A
Filed 1020

11855-A ✓

MAR 24 1988 - 11 25 AM
INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST AGREEMENT, SERIES "J"

FIRST SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT
DATED AS OF FEBRUARY 15, 1988

BETWEEN

MORGAN GUARANTY TRUST COMPANY OF NEW YORK

AND

ACF INDUSTRIES, INCORPORATED

FIRST SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated as of February 15, 1988, between Morgan Guaranty Trust Company of New York, a corporation duly organized and existing under the laws of the State of New York, 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 May 15, 1980, (hereinafter called the "Agreement") between the Trustee and the Company, there was constituted ACF Industries Equipment Trust, Series "J" 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, Sections 5.03 and 5.06 of the Agreement contemplate 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 FIRST SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

The Company, 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 Trustee, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, hereby conveys to the Trustee the Equipment described in Exhibit "A" attached hereto to be included as part of the Trust Equipment 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. The capitalized terms used herein shall have the respective meanings as are assigned to them in the Agreement.

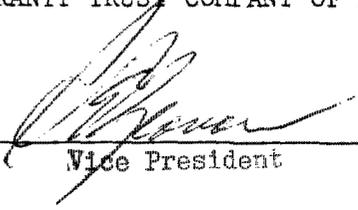
This First Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

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.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, Trustee

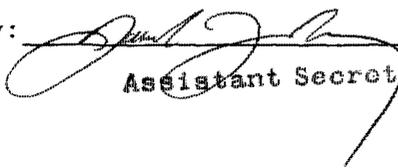
By: _____


Vice President

(SEAL)

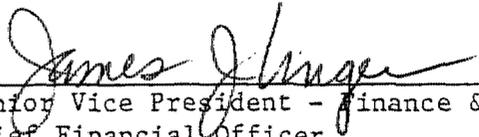
Attest:

By: _____


Assistant Secretary

ACF INDUSTRIES, INCORPORATED

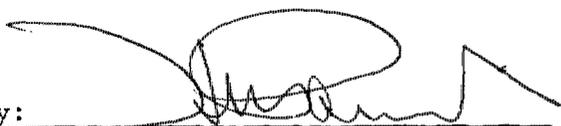
By: _____


Senior Vice President - Finance &
Chief Financial Officer

(SEAL)

Attest:

By: _____


Secretary

STATE OF)
) ss:
COUNTY OF)

On this 14th day of March, 1988, before me personally appeared R. E. SPARROW, to me personally known, who, being by me duly sworn, says that he is Vice President of Morgan Guaranty Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, that said instrument was signed and sealed on behalf of said company 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 company.

Mason C. Salit

Notary Public

My commission expires:

MASON C. SALIT
Notary Public, State of New York
No. 30 4891892
Qualified in Nassau County
My Commission Expires Aug. 17, 1989

STATE OF MISSOURI)
) ss:
COUNTY OF ST LOUIS)

On this 15th day of February, 1988, before me personally appeared James J. Unger, to me personally known, who, being by me duly sworn, says that he is Sr. Vice President-Finance & 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

W. Marineta Zimmerman
Notary Public

My commission expires:

W. MARINETA ZIMMERMAN
NOTARY PUBLIC STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXP. APR. 7, 1990
ISSUED THRU MISSOURI NOTARY ASSOC.

EXHIBIT "A"

Description of Substituted Equipment

| <u>Quantity</u> | <u>Cars Initialed ACFX and Numbered</u> | <u>AAR Mechanical Designation Code</u> | <u>Placed In Service</u> | <u>Cost</u> | <u>Fair Value</u> |
|-----------------|---|--|------------------------------|-------------|-------------------|
| 1 | 71839 | T105 | 5/87 | \$ 39,627 | \$ 39,627 |
| 1 | 71840 | T106 | " | 47,810 | 47,810 |
| 1 | 71841 | T106 | " | 47,811 | 47,811 |
| 1 | 71842 | T106 | " | 47,811 | 47,811 |
| 1 | 71843 | T106 | " | 47,811 | 47,811 |
| 1 | 71844 | T106 | " | 47,811 | 47,811 |
| 1 | 71845 | T106 | " | 47,811 | 47,811 |
| 1 | 71846 | T106 | " | 47,811 | 47,811 |
| 1 | 71847 | T106 | " | 47,811 | 47,811 |
| 1 | 71848 | T106 | " | 47,811 | 47,811 |
| 1 | 71849 | T106 | " | 47,811 | 47,811 |
| 11 | | | | \$ 517,736 | \$ 517,736 |