

\$15

12350-B  
9-299A017

LAW OFFICES  
ALVORD AND ALVORD

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

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RICHARD N. BAGENSTOS  
JAMES C. MARTIN, JR.\*

\*ALSO ADMITTED IN NEW YORK  
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OF COUNSEL  
URBAN A. LESTER

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October 26, 1989

RECORDATION NO 12350-B FILED 1425

OCT 26 1989 - 11 55 AM  
INTERSTATE COMMERCE COMMISSION

*Counterparts - Cf. Kappeler*

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three fully executed original copies of a Supplemental Equipment Trust Agreement dated as of September 29, 1989, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Equipment Trust Agreement dated September 15, 1980, which was filed and recorded under Recordation Number 12350.

The names and addresses of the parties to the enclosed document are:

ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, MO 63045

Bankers Trust Company  
280 Park Avenue  
New York, NY 10017

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit "A" attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

101 26 11 19 89  
100 111 03

Ms. Noreta R. McGee  
October 26, 1989  
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Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, NW, Washington, DC 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Supplemental Equipment Trust Agreement dated September 29, 1989 covering eight tank cars bearing ACFX marks and numbers 72531, 72534, 72535, 72538 through 72542.

Very truly yours,

  
Charles T. Kappler

CTK/skh  
Enclosure

EXHIBIT "A"

Description of Substituted Equipment

<u>Car Initial And Number</u>	<u>AAR Mechanical Designation Code</u>	<u>Placed In Service</u>	<u>Cost</u>	<u>Cost Less 1/20th Each Year In Service</u>	<u>Fair Value</u>	<u>Value</u>
ACFX 72531	T106	1/89	\$ 51,084	\$ 51,084	\$ 51,084	\$ 51,084
" 72534	"	"	51,084	51,084	51,084	51,084
" 72535	"	"	51,084	51,084	51,084	51,084
" 72538	"	"	51,084	51,084	51,084	51,084
" 72539	"	"	51,084	51,084	51,084	51,084
" 72540	"	"	51,084	51,084	51,084	51,084
" 72541	"	"	51,084	51,084	51,084	51,084
" 72542	"	"	51,084	<u>51,084</u>	<u>51,084</u>	<u>51,084</u>
				\$408,672	\$408,672	\$408,672

REGISTRATION NO. 12350-B TRUSTS

OCT 26 1989 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED

EQUIPMENT TRUST, SERIES "K"

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SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

DATED SEPTEMBER 29, 1989

BETWEEN

BANKERS TRUST COMPANY, TRUSTEE

AND

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated September 29, 1989, between BANKERS TRUST COMPANY, 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 September 15, 1980, (hereinafter called the "Agreement"), between the Trustee and the Company there was constituted "ACF Industries, Incorporated, Equipment Trust, Series K" 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 4.07 of the Agreement, the Trustee has made payment to the Company of \$ 385,390 out of funds previously deposited with the Trustee pursuant to Section 4.08 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 4.07 of the Agreement; and

WHEREAS, Section 4.07 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" attached 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.

BANKERS TRUST COMPANY, Trustee

(SEAL)

Attest:

Y. Patricia Blue  
Secretary

By

Rob Melby  
Vice President  
ASSISTANT SECRETARY

ACF INDUSTRIES, INCORPORATED

By Umesh Choksi  
Assistant Treasurer

(SEAL)

Attest:

Janet A. Krizem  
Asst. Secretary

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) SS:

On this 12 day of October, 1989, before me personally appeared Rosemary Melendez, to me personally known, who, being by me duly sworn, says that he is ASSISTANT SECRETARY of BANKERS TRUST COMPANY, 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.

(SEAL)

Desiree Marshall  
Notary Public

My commission expires: 2-17-91

DESIREE MARSHALL  
Notary Public, State of New York  
No. 24-4885294  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires February 17, 1991

STATE OF MISSOURI )  
COUNTY OF ST. LOUIS ) SS:

On this 29th day of September, 1989, before me personally appeared Umesh Choksi, to me personally known, who, being by me duly sworn, says that he is Asst. 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.

(SEAL)

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>Car Initial And Number</u>	<u>AAR Mechanical Designation Code</u>	<u>Placed In Service</u>	<u>Cost</u>	<u>Cost Less 1/20th Each Year In Service</u>	<u>Fair Value</u>	<u>Value</u>
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