

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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2-289A003

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ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
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October 13, 1992

10953-B

OCT 15 1992 1 45 PM

INTERSTATE COMMERCE COMMISSION

OCT 15 1 40 PM '92

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are six (6) fully executed and acknowledged copies of a Supplemental Equipment Trust Agreement dated as of September 23, 1992, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Equipment Trust Agreement dated as of October 1, 1979 which was filed and recorded with the Commission on October 26, 1979 under Recordation Number 10953.

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

Trustee-Lessor: Bankers Trust Company  
Four Albany Street  
New York, New York 10015

Lessee: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045-1393

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 \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

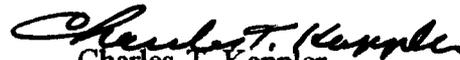
Mr. Sidney L. Strickland, Jr.  
October 13, 1992  
Page 2

Kindly return five (5) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

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

Supplemental Equipment Trust Agreement dated September 23, 1992 covering railcars bearing ACFX reporting marks and road numbers 68185 and 68192 through 68199, both inclusive.

Very truly yours

  
Charles T. Kappler

CTK/bg  
Enclosures

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>Actual Fair Value</u>	<u>Value</u>
ACFX 68185 ACFX 68192 thru 68199	C214	6/1/90	\$436,563	\$392,907	\$436,563	\$392,907

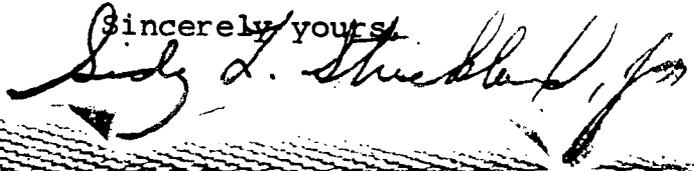
Interstate Commerce Commission  
Washington, D.C. 20423

10/15/92

OFFICE OF THE SECRETARY  
Charles T. Kappler  
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 10/15/92 at 1:45pm , and assigned re-  
recording number (s). 10953-B

Sincerely yours,  
  
Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure (s)

10853-B  
RECORDED BY FILED 1085

OCT 15 1992 - 1 45 PM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED  
EQUIPMENT TRUST SERIES I

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SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated September 23, 1992

between

BANKERS TRUST COMPANY, Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT DATED September 23, 1992 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 October 1, 1979 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF industries, Incorporated Equipment Trust Series I" 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 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 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

By Carl H. Famb  
Vice-President

(Corporate Seal)

Attest:

Valerie Denton  
Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By Harish Chow  
Assistant Treasurer

(Corporate Seal)

Attest:

Janet A. Kruppen  
Assistant Secretary

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

On this 29<sup>th</sup> day of September, 1992, before me personally appeared Carl H. Nasib, to me personally known, who, being by me duly sworn, says that he is a Vice President 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.

(NOTARIAL SEAL)

*Marjorie Stanley*

MARJORIE STANLEY  
Notary Public, State of New York  
No. 41-4986405  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires Sept. 16, 1993

STATE OF MISSOURI )  
 )ss.:  
COUNTY OF ST. CHARLES)

On this 23rd day of September, 1992, before me personally appeared Umesh Choksi, to me personally known, who, being by me duly sworn, says that he is Assistant 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)

NANCY COLLINS  
NOTARY PUBLIC - STATE OF MISSOURI  
ST. CHARLES COUNTY  
MY COMMISSION EXPIRES AUG. 2, 1996

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>Actual Fair Value</u>	<u>Value</u>
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