



ACF INDUSTRIES

INCORPORATED

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

December 3, 1986

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 7666-B Filed & Recorded
DEC 12 1986 11-50 AM
INTERSTATE COMMERCE COMMISSION

No. 6-346A045
Date DEC 12 1986
Fee \$ 10.00
ICC Washington, D.C.

Dear Sir:

Enclosed for filing with the Commission pursuant to 49 U.S.C. Section 11303 and the regulations thereunder, are five original counterparts of a Supplemental Equipment Trust Agreement (the Supplement) dated November 10, 1986, between the following:

- (a) Trustee-Lessor The Chase Manhattan Plaza, N.A.
One New York Plaza
New York, New York 10081
- (b) Lessee ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

The equipment covered by the Supplement consists of two (2) railroad tank cars, AAR mechanical designation T545, initialled ACFX and numbered 77277 and 77278.

The enclosed document supplements the Equipment Trust Agreement dated October 1, 1974 and Supplement thereto dated November 2, 1980, filed and recorded at 3:05 p.m., November 26, 1980, under Recordation No. 7666-A. The enclosed document should be assigned Recordation No. 7666-B.

Enclosed is a check drawn to the order of the Commission in the sum of \$10.00 in payment of the recordation fees in this connection.

I request that four copies of the enclosed Supplement, all bearing the Commission's recordation data, be returned to the undersigned at ACF Industries, Incorporated, 3301 Rider Trail South, Earth City, Missouri 63045.

Sincerely,

J. Joseph Muller
General Counsel

jz

Enclosures

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DEC 12 11 47 AM '86
MOTOR VEHICLE UNIT

Interstate Commerce Commission
Washington, D.C. 20423

12/15/86

OFFICE OF THE SECRETARY

J. Joseph Muller
ACF Industries Incorp.
3301 Rider Trail South
Earth City, Missouri 63045

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 12/12/86 at 11:50am, and assigned re-
recording number(s). 7666-B

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 7666-B Filed & Recorded

DEC 12 1986 11-50 AM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED

EQUIPMENT TRUST SERIES "C"

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

DATED NOVEMBER 10, 1986

BETWEEN

THE CHASE MANHATTAN BANK, N.A., TRUSTEE

AND

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated November 10, 1986,
between THE CHASE MANHATTAN BANK, N.A., 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 (here-
inafter called the "Company"):

WHEREAS, by a certain Equipment Trust Agreement dated October 1, 1974
(hereinafter called the "Agreement"), between the Trustee and the
Company, there was constituted "ACF Industries, Incorporated Equipment
Trust Series C" 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 5.07 of
the Agreement, the Trustee has made payment to the Company of \$201,494.00
out of funds previously deposited with the Trustee pursuant to Section 5.08
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 5.07 of the Agreement;

and

WHEREAS, Section 5.07 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:

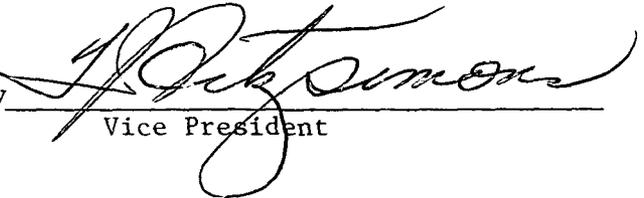
NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

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.

THE CHASE MANHATTAN BANK, N.A., Trustee

By 
Vice President

(Corporate Seal)

ATTEST:


Secretary

ACF INDUSTRIES, INCORPORATED

By 
Senior Vice President of Finance
& Chief Financial Officer

(Corporate Seal)

ATTEST:


Secretary

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 77277	T545	5/86	\$ 102,446	\$ 102,446	\$ 102,446	\$ 102,446
ACFX 77278	T545	5/86	102,446	<u>102,446</u>	<u>102,446</u>	<u>102,446</u>
			Total	\$ 204,892	\$ 204,892	\$ 204,892

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

On this 24 day of November , 1986, before me personally appeared T. J. Fitzsimons , to me personally known, who, being by me duly sworn, says that he is a Vice President of THE CHASE MANHATTAN BANK, N.A., that one of the seals affixed to the foregoing instrument is the corporation seal of the 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.

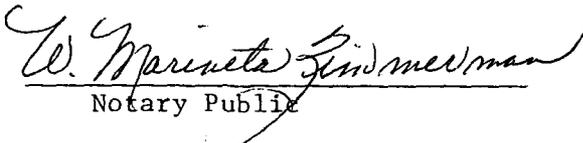

Notary Public

My commission expires:

DELLA K. BENJAMIN
Notary Public, State of New York
No. 24-4659667
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 30, 1987

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

On this 10th day of November , 1986, before me personally appeared J. J. Unger, to me personally known, who being by me duly sworn, says that he is Senior 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires:

April 7, 1990

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