

RECORDATION NO. \_\_\_\_\_

6965-B

Filed & Recorded

MAY 3

1973 -9 35 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

Mercantile-Safe Deposit and Trust Company, as Trustee (hereinafter called the Trustee) under the Equipment Trust Agreement dated as of March 15, 1973 (hereinafter called the Equipment Trust Agreement), 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 annexed 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 10th day of April, 1973.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY

By RG Jermoluk  
Vice President

(Corporate Seal)

Attest:

F. E. Jones  
Assistant Secretary

CORPORATE TRUST OFFICER

EXHIBIT B

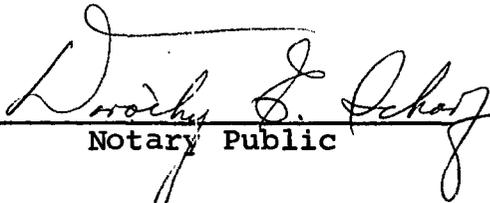
Description of Released Equipment

30 Cars Put Into Use On Or After December 1, 1971

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIGNATION CODE</u>	<u>INITIALED ACFX AND NUMBERED</u>
1	TM	83862
29	LO	96052-96080

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

On this 24<sup>th</sup> day of April, 1973, before me personally came R. F. Ziemski, to me known, who, being by me duly sworn, says that he is *Vice President* of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank 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 bank.

  
Notary Public

DOROTHY E. SCHARF  
NOTARY PUBLIC  
My Commission Expires July 1, 1974

(Notarial Seal)