



ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 986-8600, CABLE ADDRESS: ACFUSA

1000

10.00

5-121A040

April 29, 1985

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 14470-A
Filed 1425

MAY 1 1985 - 10 50 AM

INTERSTATE COMMERCE COMMISSION

Re: Conditional Sale Agreement
dated as of 10/1/84

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. Sec. 11303 and the regulations thereunder seven original counterparts of an Appointment and Assignment dated as of March 18, 1985, between the following:

- (a) Agent-Assignor: Mercantile-Safe Deposit and Trust Company
2 Hopkins Plaza
P. O. Box 2558
Baltimore, Md. 20213
- (b) Successor Agent-Assignee: Bankers Trust Company
Four Albany Street
New York, N. Y. 10015
- (c) Conditional Purchaser: ACF Industries, Incorporated
750 Third Avenue
New York, N. Y. 10017

The Appointment and Assignment appoints Bankers Trust Company as Successor Agent under the Conditional Sale Agreement dated as of October 1, 1984 which was filed and recorded in your office at 1:55 P.M. on November 13, 1984, under Recordation No. 14470. Since no previous documents relating to the Conditional Sale Agreement have been recorded with the Commission, the enclosed document should be assigned Recordation No. 14470-A.

We also enclose a check drawn to the order of the Commission in the sum of \$10.00 in payment of the recordation fee in this connection.

James W. Coonan
14470-A

Secretary
Interstate Commerce Commission

April 29, 1985

We request that six copies of the enclosed Appointment and Assignment, all bearing the Commission's recordation data, be returned to R. C. Bickford, Assistant Secretary, ACF Industries, Incorporated, 750 Third Avenue, New York, New York 10017, or to the bearer.

Sincerely,

A handwritten signature in cursive script, appearing to read "R. C. Bickford".

Robert C. Bickford

RCB:hb
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5/1/85

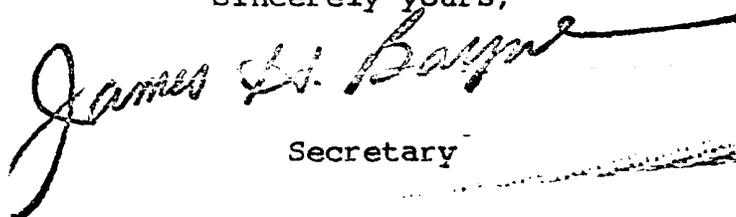
OFFICE OF THE SECRETARY

Robert C. Bickford
ACF Industries, Inc.
750 Third Avenue
New York, N.Y. 10017

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 5/1/85 at 10:50am and assigned re-
recording number(s). 14470-A

Sincerely yours,


Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 14470-A
Filed 1425

MAY 1 1985 10 10 AM

APPOINTMENT AND ASSIGNMENT

INTERSTATE COMMERCE COMMISSION

Pursuant to Section 10 of the Purchase Agreement dated as of October 1, 1984 (the "Purchase Agreement"), among ACF Industries, Incorporated (the "Company"), Mercantile-Safe Deposit and Trust Company (the "Agent"), as Agent, and the Investors named in Schedule A thereto, and pursuant to Article 11.01 of the related Conditional Sale Agreement dated as of October 1, 1984 (the "Conditional Sale Agreement"), between the Company and the Agent:

(a) The Agent (i) appoints Bankers Trust Company ("Bankers") as its successor to act as Agent under the Purchase Agreement and (ii) subject to the provisions of the Purchase Agreement, assigns to Bankers, as successor Agent, all of the Agent's right, title and interest under the Conditional Sale Agreement and in and to the Equipment and the Leases and Lease Proceeds subject thereto, as such terms are defined therein, and all of the Agent's rights, benefits and advantages under the Conditional Sale Agreement, including the right to receive the payments therein provided to be made by the Company.

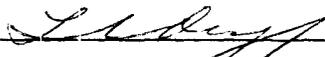
(b) Bankers (i) accepts the foregoing appointment as successor Agent under the Purchase Agreement and accepts the foregoing assignment under the Conditional Sale Agreement; (ii) assumes the duties and obligations of the Agent under the Purchase Agreement and under the Conditional Sale Agreement; (iii) represents that it is duly authorized and empowered, and has the corporate power and authority and legal right, to act as successor Agent and to perform its duties under the Purchase Agreement and the Conditional Sale Agreement and makes no other representations or warranties of any kind or nature whatsoever; and (iv) pursuant to Article 3.06 of the Conditional Sale Agreement, designates Four Albany Street, New York, N. Y. 10015 (Attention: Corporate Trust and Agency Group), as its address and the address to which the Company shall make payment to it, as successor Agent, of the payments therein required to be made by the Company.

(c) The Company acknowledges receipt of notice of the foregoing appointment and assignment and waives any and all right to any other notice thereof and agrees to make all payments hereafter to be made by the Company under the Conditional Sale Agreement to Bankers, as successor Agent, in such manner as Bankers may direct and, until it otherwise directs, to the post office address set forth herein.

IN WITNESS WHEREOF, the parties have executed this
Appointment and Assignment as of March 18, 1985.

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent

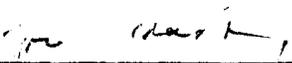
Attest:


CORPORATE TRUST OFFICER

By 
VICE PRESIDENT

BANKERS TRUST COMPANY, as
Successor Agent

Attest:

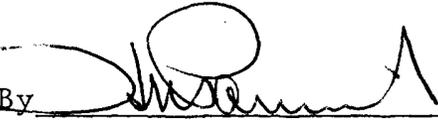


By 

ACF INDUSTRIES, INCORPORATED

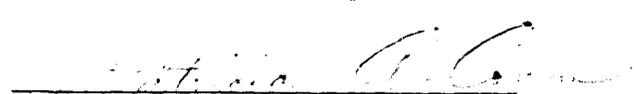
Attest:


Assistant Secretary

By 
Senior Vice President

STATE OF MARYLAND)
) ss.:
COUNTY OF BALTIMORE)

On this ^{25th} day of March 1985, before me personally appeared R. E. Schreiber to me personally known, who, being by me duly sworn, says that he is a Vice President of Mercantile-Safe Deposit and Trust Company, a Maryland corporation, 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.



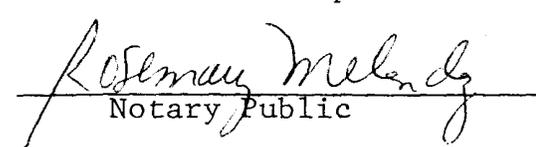
Notary Public

[Notarial Seal]

My Commission expires: 1-1-86

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

On this ^{APRIL} 25 day of March 1985, before me personally appeared Stanley Burg, to me personally known, who, being by me duly sworn, says that he is Vice President of Bankers Trust Company, a New York corporation, 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

[Notarial Seal]

My Commission expires:

ROSEMARY MELENDEZ
Notary Public, State of New York
No. 03-4679497
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires March 30, 1986

