10953-C,D

ALVORD AND ALVORD
ATTORNEYS AT LAW
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WASHINGTON, D.C.
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(202) 393-2266
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECEIVED
SURFACE TRANSPORTATION BOARD
MAR 7 11 44 AM '97

March 7, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Release and Termination of Security Interest and Bill of Sale, both dated February 28, 1997, and both being secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to Equipment Trust Agreement-Series I previously filed under Recordation Number 10953 and all amendments and supplements thereto.

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

Debtor: ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Secured Party: Bankers Trust Company
4 Albany Street
New York, New York 10006

A description of the railroad equipment covered by the enclosed documents is identified on Schedule 1 attached thereto.

Counterpart - Kim Bartman

Also enclosed is a check in the amount of $48.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO 10953-D FILED 1425
MAR 7 1997 11:50 AM

BILL OF SALE

KNOW ALL PERSONS BY THESE PRESENTS:

That BANKERS TRUST COMPANY, a New York banking corporation (the "Transferor"), not in its individual capacity but solely as trustee under that certain Equipment Trust Agreement dated as of October 1, 1979, for good and valuable consideration, the receipt of which is hereby acknowledged, does hereby sell, grant, bargain, convey, assign, transfer, deliver and set over to ACF Industries, Incorporated, a New Jersey corporation (the "Transferee"), all of Transferor's right, title and interest in and to the special purpose covered hopper and tank railcars described on Schedule 1 hereto (the "Equipment").

TO HAVE AND TO HOLD all and singular the Equipment above described to the Transferee, its successors and assigns, for its and their use only, forever.

The conveyance evidenced by this Bill of Sale is made by the Transferor "as is", "where is", without recourse, representation or warranty of any kind or nature including, without limitation, any warranty of merchantability or fitness for any particular purpose.

IN WITNESS WHEREOF, BANKERS TRUST COMPANY, as trustee, has caused this instrument to be executed by its duly authorized officer this 28 day of February, 1997.

BANKERS TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS TRUSTEE

By: Kevin Weeks
Name: KEVIN WEEKS
Title: ASSISTANT TREASURER

1/6/97;1:11 pm
24950/1760/SS/127682.2

STATE OF New York
COUNTY OF New York ss.:

On this 28th day of February, 1997, before me, personally appeared Kevin Weeks, to me known, who, being by me duly sworn, says that (s)he resides at Monroe, New York and is Assistant Treasurer of Bankers Trust Company; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret Bereza
Notary Public

MARGARET BEREZA
Notary Public, State of New York
No. 31-5023900
Qualified in New York County
Commission Expires 2/22/98

2/27/97;7:09 pm
24950/1760/SS/131476.1

23 Series I

19-Aug-96

Car Ident

ACFX 38250	ACFX 38251	ACFX 38252
ACFX 38253	ACFX 38254	ACFX 38255
ACFX 38256	ACFX 38257	ACFX 38258
ACFX 38259	ACFX 38260	ACFX 38261
ACFX 38262	ACFX 38263	ACFX 49760
ACFX 49761	ACFX 49762	ACFX 58729
ACFX 58730	ACFX 58731	ACFX 58732
ACFX 58733	ACFX 58734	ACFX 58735
ACFX 58736	ACFX 58737	ACFX 58738
ACFX 58739	ACFX 58740	ACFX 58741
ACFX 58742	ACFX 58743	ACFX 58744
ACFX 58745	ACFX 58746	ACFX 58747
ACFX 58748	ACFX 58749	ACFX 58750
ACFX 58751	ACFX 58752	ACFX 58753
ACFX 58754	ACFX 58756	ACFX 58757
ACFX 58758	ACFX 58759	ACFX 58760
ACFX 58761	ACFX 58762	ACFX 58763
ACFX 58764	ACFX 58765	ACFX 58766
ACFX 58767	ACFX 58768	ACFX 58769
ACFX 58770	ACFX 58771	ACFX 58772
ACFX 58774	ACFX 58775	ACFX 58776
ACFX 58934	ACFX 58935	ACFX 58936
ACFX 58937	ACFX 58938	ACFX 58939
ACFX 58940	ACFX 58941	ACFX 58942
ACFX 58943	ACFX 58944	ACFX 58945
ACFX 58946	ACFX 58948	ACFX 58949
ACFX 58950	ACFX 58951	ACFX 58952
ACFX 58953	ACFX 58954	ACFX 58955
ACFX 58956	ACFX 58957	ACFX 58958

Car Ident

ACFX 58960	ACFX 58961	ACFX 58962
ACFX 58963	ACFX 58987	ACFX 58988
ACFX 58989	ACFX 58990	ACFX 58991
ACFX 58992	ACFX 58993	ACFX 58994
ACFX 58995	ACFX 58996	ACFX 58997
ACFX 58998	ACFX 58999	ACFX 59000
ACFX 59001	ACFX 59002	ACFX 59003
ACFX 59004	ACFX 59005	ACFX 59006
ACFX 59007	ACFX 59008	ACFX 59009
ACFX 59010	ACFX 59021	ACFX 59022
ACFX 59023	ACFX 59024	ACFX 59025
ACFX 59027	ACFX 59028	ACFX 59029
ACFX 59030	ACFX 59031	ACFX 59032
ACFX 59033	ACFX 59034	ACFX 59035
ACFX 59036	ACFX 59038	ACFX 59039
ACFX 59040	ACFX 59041	ACFX 59042
ACFX 59043	ACFX 59044	ACFX 59045
ACFX 59046	ACFX 59047	ACFX 59048
ACFX 59049	ACFX 59050	ACFX 59051
ACFX 59052	ACFX 59053	ACFX 59054
ACFX 59055	ACFX 59056	ACFX 59057
ACFX 59058	ACFX 59059	ACFX 59060
ACFX 59061	ACFX 59062	ACFX 59063
ACFX 59064	ACFX 59065	ACFX 59066
ACFX 59067	ACFX 59068	ACFX 59070
ACFX 59071	ACFX 59072	ACFX 59073
ACFX 59074	ACFX 59075	ACFX 59077
ACFX 59078	ACFX 59079	ACFX 59080
ACFX 59081	ACFX 59082	ACFX 59083
ACFX 59084	ACFX 59085	ACFX 59086
ACFX 59087	ACFX 59088	ACFX 59090

Car Ident

ACFX 59091	ACFX 59092	ACFX 59094
ACFX 59095	ACFX 59096	ACFX 59098
ACFX 59099	ACFX 59101	ACFX 59102
ACFX 59104	ACFX 59105	ACFX 59106
ACFX 59107	ACFX 59108	ACFX 59109
ACFX 59110	ACFX 59111	ACFX 59112
ACFX 59113	ACFX 59114	ACFX 59115
ACFX 59118	ACFX 59119	ACFX 59120
ACFX 59121	ACFX 59122	ACFX 59124
ACFX 59125	ACFX 59128	ACFX 59129
ACFX 59130	ACFX 59131	ACFX 59132
ACFX 59133	ACFX 59134	ACFX 59135
ACFX 59136	ACFX 59137	ACFX 59138
ACFX 59139	ACFX 59140	ACFX 59141
ACFX 59268	ACFX 59269	ACFX 59270
ACFX 59271	ACFX 59272	ACFX 59273
ACFX 59274	ACFX 59275	ACFX 59276
ACFX 59277	ACFX 59278	ACFX 59279
ACFX 59281	ACFX 59282	ACFX 59283
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ACFX 59287	ACFX 59288	ACFX 59289
ACFX 59290	ACFX 59291	ACFX 59292
ACFX 59293	ACFX 68185	ACFX 68192
ACFX 68193	ACFX 68194	ACFX 68195
ACFX 68196	ACFX 68197	ACFX 68198
ACFX 68199	ACFX 78672	ACFX 78673
ACFX 78674	ACFX 78675	ACFX 78676
ACFX 78677	ACFX 78679	ACFX 78680
ACFX 78681	ACFX 78682	ACFX 78751
ACFX 78752	ACFX 78753	ACFX 78755
ACFX 78757	ACFX 78758	ACFX 78759

Car Ident

ACFX 78760	ACFX 78762	ACFX 78763
ACFX 78764	ACFX 78765	ACFX 78766
ACFX 78767	ACFX 78768	ACFX 78769
ACFX 78770	ACFX 78771	ACFX 78772
ACFX 78773	ACFX 78774	ACFX 78775
ACFX 78776	ACFX 78777	ACFX 78778
ACFX 78779	ACFX 78780	ACFX 78781
ACFX 78782	ACFX 78783	ACFX 78784
ACFX 78785	ACFX 78786	ACFX 78787
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ACFX 78791	ACFX 78792	ACFX 78793
ACFX 78794	ACFX 78795	ACFX 78796
ACFX 78797	ACFX 78798	ACFX 78799
ACFX 78800	ACFX 78896	ACFX 78898
ACFX 78899	ACFX 78908	ACFX 78909
ACFX 78913	ACFX 78914	ACFX 78915
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ACFX 78944	ACFX 78945	ACFX 78946
ACFX 78947	ACFX 78948	ACFX 78949
ACFX 78950	ACFX 78951	ACFX 78952
ACFX 78953	ACFX 78954	ACFX 78955
ACFX 78956	ACFX 78957	ACFX 78958
ACFX 78959	ACFX 78960	ACFX 78961
ACFX 78962	ACFX 78963	ACFX 78964

Car Ident

ACFX 78965	ACFX 78966	ACFX 78967
ACFX 78968	ACFX 78969	ACFX 78970
ACFX 78971	ACFX 78972	ACFX 78973
ACFX 78974	ACFX 78975	ACFX 78976
ACFX 78977	ACFX 78978	ACFX 78979
ACFX 78980	ACFX 78981	ACFX 78982
ACFX 78984	ACFX 79180	ACFX 79181
ACFX 79182	ACFX 79183	ACFX 79184
ACFX 79186	ACFX 79189	ACFX 98210
ACFX 98211	ACFX 98212	ACFX 98213
ACFX 98214	ACFX 98215	ACFX 98216
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ACFX 98220	ACFX 98221	ACFX 98222
ACFX 98223	ACFX 98224	ACFX 98225
ACFX 98257	ACFX 98258	ACFX 98259
ACFX 98261	ACFX 98262	ACFX 98263
ACFX 98264	ACFX 98266	ACFX 98402
ACFX 98403	ACFX 98404	ACFX 98405
ACFX 98406	ACFX 98407	ACFX 98408
ACFX 98409	ACFX 98410	ACFX 98411
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ACFX 98427	ACFX 98428	ACFX 98429
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ACFX 98436	ACFX 98437	ACFX 98438
ACFX 98440	ACFX 98441	ACFX 98442
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Car Ident

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ACFX 98461	ACFX 98462	ACFX 98463
ACFX 98464	ACFX 98465	ACFX 98466
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Car Ident

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Car Ident

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ACFX 98984	ACFX 98985	ACFX 98986
ACFX 98987	ACFX 98988	ACFX 98989
ACFX 98990	ACFX 98991	

Total Cars 719