

12350-CD

ALVORD AND ALVORD

ATTORNEYS AT LAW

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

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 K previously filed under Recordation Number 12350 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.

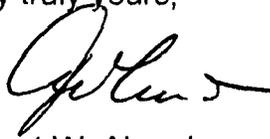
Counterpart - K. Bartman

Mr. Vernon A. Williams
March 7, 1997
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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,

A handwritten signature in black ink, appearing to read "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

MAR 7 1997 - 11 20 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 September 15, 1980, 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**

STATE OF New York)
COUNTY OF New York) ^{SS.:}

FEBRUARY

On this 28 day of February, 1997, before me, personally appeared KENIU 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.


Notary Public

MARGARET BEREZA
Notary Public, State of New York
No. 31-5023900
Qualified in New York County
Commission Expires 7/22/98

25 Series 1K

19-Aug-96

Car Ident

ACFX 27001	ACFX 27017	ACFX 27028
ACFX 27029	ACFX 27030	ACFX 27031
ACFX 27032	ACFX 27033	ACFX 27034
ACFX 27035	ACFX 27037	ACFX 27038
ACFX 27039	ACFX 27040	ACFX 27041
ACFX 27042	ACFX 27043	ACFX 27044
ACFX 27045	ACFX 27046	ACFX 27047
ACFX 27048	ACFX 27049	ACFX 27050
ACFX 27051	ACFX 27052	ACFX 27053
ACFX 27054	ACFX 27829	ACFX 27830
ACFX 27831	ACFX 27832	ACFX 36495
ACFX 36508	ACFX 36509	ACFX 36511
ACFX 36514	ACFX 36519	ACFX 44727
ACFX 44728	ACFX 44729	ACFX 44730
ACFX 44731	ACFX 44732	ACFX 44733
ACFX 44734	ACFX 44735	ACFX 44736
ACFX 44737	ACFX 44738	ACFX 44740
ACFX 44741	ACFX 44742	ACFX 44743
ACFX 44744	ACFX 44745	ACFX 44747
ACFX 44749	ACFX 44750	ACFX 44751
ACFX 44752	ACFX 44753	ACFX 44754
ACFX 44755	ACFX 44756	ACFX 44757
ACFX 44758	ACFX 44759	ACFX 44760
ACFX 44761	ACFX 44762	ACFX 44763
ACFX 44764	ACFX 44765	ACFX 44766
ACFX 44767	ACFX 44768	ACFX 44769
ACFX 44770	ACFX 44771	ACFX 44772
ACFX 44773	ACFX 44774	ACFX 44775
ACFX 44776	ACFX 44777	ACFX 44778

Car Ident

ACFX 44779	ACFX 44780	ACFX 44781
ACFX 44783	ACFX 44786	ACFX 44845
ACFX 44846	ACFX 44847	ACFX 44848
ACFX 44849	ACFX 44850	ACFX 44851
ACFX 44852	ACFX 44853	ACFX 44854
ACFX 44855	ACFX 44856	ACFX 44857
ACFX 44858	ACFX 44859	ACFX 44860
ACFX 49876	ACFX 49877	ACFX 49878
ACFX 49879	ACFX 49880	ACFX 49881
ACFX 49882	ACFX 49883	ACFX 49884
ACFX 49885	ACFX 49886	ACFX 49887
ACFX 49889	ACFX 49890	ACFX 49891
ACFX 49892	ACFX 49893	ACFX 49894
ACFX 49895	ACFX 49896	ACFX 49897
ACFX 49898	ACFX 49899	ACFX 49900
ACFX 49901	ACFX 49902	ACFX 49903
ACFX 49904	ACFX 49905	ACFX 58889
ACFX 58890	ACFX 58891	ACFX 58892
ACFX 58893	ACFX 58894	ACFX 58895
ACFX 58896	ACFX 58897	ACFX 58898
ACFX 58899	ACFX 58900	ACFX 58901
ACFX 58902	ACFX 58903	ACFX 58904
ACFX 58905	ACFX 58906	ACFX 58907
ACFX 58908	ACFX 58909	ACFX 58910
ACFX 58911	ACFX 58912	ACFX 58913
ACFX 58914	ACFX 58915	ACFX 58916
ACFX 58917	ACFX 58918	ACFX 58919
ACFX 58920	ACFX 59402	ACFX 59428
ACFX 59429	ACFX 59430	ACFX 59431
ACFX 59432	ACFX 59433	ACFX 59434
ACFX 59435	ACFX 59436	ACFX 59437

Car Ident

ACFX 59497	ACFX 59498	ACFX 72531
ACFX 72534	ACFX 72535	ACFX 72538
ACFX 72539	ACFX 72540	ACFX 72541
ACFX 72542	ACFX 75300	ACFX 75301
ACFX 75302	ACFX 75303	ACFX 75304
ACFX 75305	ACFX 75306	ACFX 75307
ACFX 75308	ACFX 75309	ACFX 75310
ACFX 75311	ACFX 75312	ACFX 75313
ACFX 75314	ACFX 75315	ACFX 75317
ACFX 75319	ACFX 75320	ACFX 75467
ACFX 75468	ACFX 75469	ACFX 75471
ACFX 75472	ACFX 75473	ACFX 75474
ACFX 78995	ACFX 78996	ACFX 78997
ACFX 78998	ACFX 78999	ACFX 79000
ACFX 79242	ACFX 79243	ACFX 79244
ACFX 79245	ACFX 79246	ACFX 79247
ACFX 79248	ACFX 79249	ACFX 79250
ACFX 79251	ACFX 79252	ACFX 79253
ACFX 79254	ACFX 79255	ACFX 79256
ACFX 79257	ACFX 79258	ACFX 79272
ACFX 79273	ACFX 79274	ACFX 79276
ACFX 79278	ACFX 79280	ACFX 79281
ACFX 79333	ACFX 79334	ACFX 79335
ACFX 79336	ACFX 79337	ACFX 79338
ACFX 79340	ACFX 79341	ACFX 79342
ACFX 79343	ACFX 79344	ACFX 79345
ACFX 79346	ACFX 79347	ACFX 79348
ACFX 79349	ACFX 79351	ACFX 79352
ACFX 79353	ACFX 79354	ACFX 79355
ACFX 79358	ACFX 79360	ACFX 79413
ACFX 79414	ACFX 79415	ACFX 79591

Car Ident

ACFX 79592	ACFX 79593	ACFX 79659
ACFX 79660	ACFX 79864	ACFX 79865
ACFX 79866	ACFX 79867	ACFX 79868
ACFX 79869	ACFX 79870	ACFX 79871
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ACFX 79916	ACFX 79918	ACFX 79919
ACFX 79920	ACFX 79921	ACFX 79922
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ACFX 79926	ACFX 79927	ACFX 79928
ACFX 79929	ACFX 86395	ACFX 86396
ACFX 86397	ACFX 86398	ACFX 86399
ACFX 86402	ACFX 86403	ACFX 86404
ACFX 86405	ACFX 86406	ACFX 86407
ACFX 86408	ACFX 86409	ACFX 98347
ACFX 98348	ACFX 98349	ACFX 98350
ACFX 98351	ACFX 98352	ACFX 98353
ACFX 98354	ACFX 98355	ACFX 98356
ACFX 98357	ACFX 98358	ACFX 98359
ACFX 98361	ACFX 98362	ACFX 98363
ACFX 98364	ACFX 98365	ACFX 98366
ACFX 98368	ACFX 98369	ACFX 98370
ACFX 98371	ACFX 98372	ACFX 98373
ACFX 98374	ACFX 98375	ACFX 98376
ACFX 98377	ACFX 98378	ACFX 98381
ACFX 99346	ACFX 99347	ACFX 99348
ACFX 99349	ACFX 99350	ACFX 99351
ACFX 99352	ACFX 99354	ACFX 99355
ACFX 99356	ACFX 99357	ACFX 99358
ACFX 99359	ACFX 99360	ACFX 99392
ACFX 99393	ACFX 99397	ACFX 99398
ACFX 99399	ACFX 99400	ACFX 99401

Car Ident

ACFX 99402	ACFX 99403	ACFX 99404
ACFX 99405	ACFX 99406	ACFX 99408
ACFX 99409	ACFX 99410	ACFX 99411
ACFX 99412	ACFX 99413	ACFX 99414
ACFX 99415	ACFX 99416	ACFX 99417
ACFX 99418	ACFX 99419	ACFX 99420
ACFX 99421	ACFX 99422	ACFX 99423
ACFX 99424	ACFX 99425	ACFX 99426
ACFX 99427	ACFX 99428	ACFX 99429
ACFX 99430	ACFX 99431	ACFX 99432
ACFX 99433	ACFX 99434	ACFX 99435
ACFX 99436	ACFX 99437	ACFX 99438
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ACFX 99456	ACFX 99457	ACFX 99458
ACFX 99459	ACFX 99460	ACFX 99461
ACFX 99462	ACFX 99463	ACFX 99464
ACFX 99465	ACFX 99466	ACFX 99467
ACFX 99468	ACFX 99469	ACFX 99470
ACFX 99471	ACFX 99472	ACFX 99473
ACFX 99474	ACFX 99475	ACFX 99476
ACFX 99477	ACFX 99478	ACFX 99479
ACFX 99480	ACFX 99481	ACFX 99482
ACFX 99483	ACFX 99484	ACFX 99485
ACFX 99486	ACFX 99487	ACFX 99488
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ACFX 99570	ACFX 99612	ACFX 99613
ACFX 99614	ACFX 99615	ACFX 99616

Car Ident

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ACFX 99620	ACFX 99621	ACFX 99622
ACFX 99623	ACFX 99624	ACFX 99625
ACFX 99626	ACFX 99627	ACFX 99628
ACFX 99629	ACFX 99630	ACFX 99632
ACFX 99633	ACFX 99634	ACFX 99636
ACFX 99637	ACFX 99638	ACFX 99639
ACFX 99640	ACFX 99641	ACFX 99642
ACFX 99643	ACFX 99644	ACFX 99645
ACFX 99646	ACFX 99647	ACFX 99648
ACFX 99649	ACFX 99650	ACFX 99651
ACFX 99652	ACFX 99653	ACFX 99654
ACFX 99655	ACFX 99656	ACFX 99657
ACFX 99658	ACFX 99659	ACFX 99660
ACFX 99661	ACFX 99662	ACFX 99663
ACFX 99664	ACFX 99665	ACFX 99666
ACFX 99667	ACFX 99668	ACFX 99669
ACFX 99670	ACFX 99674	ACFX 99677
ACFX 99678	ACFX 99679	ACFX 99680
ACFX 99681	ACFX 99682	ACFX 99683
ACFX 99684	ACFX 99685	ACFX 99686
ACFX 99687	ACFX 99688	ACFX 99689
ACFX 99690	ACFX 99691	ACFX 99692
ACFX 99695	ACFX 99696	ACFX 99697
ACFX 99698	ACFX 99699	ACFX 99700
ACFX 99701	ACFX 99702	ACFX 99703
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ACFX 99707	ACFX 99708	ACFX 99709
ACFX 99711	ACFX 99712	ACFX 99713
ACFX 99714	ACFX 99715	ACFX 99716
ACFX 99717	ACFX 99718	ACFX 99719

Car Ident

ACFX 99720	ACFX 99723	ACFX 99724
ACFX 99725	ACFX 99726	ACFX 99727
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ACFX 99731	ACFX 99732	ACFX 99733
ACFX 99734	ACFX 99735	ACFX 99736
ACFX 99737	ACFX 99738	ACFX 99739
ACFX 99740	ACFX 99741	ACFX 99742
ACFX 99743	ACFX 99750	ACFX 99751
ACFX 99752	ACFX 99768	ACFX 99786
ACFX 99787	ACFX 99788	ACFX 99789
ACFX 99790	ACFX 99791	ACFX 99792
ACFX 99793	ACFX 99794	ACFX 99795
ACFX 99796	ACFX 99797	ACFX 99798
ACFX 99799	ACFX 99800	ACFX 99809
ACFX 99819	ACFX 99849	ACFX 99850
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ACFX 99854	ACFX 99855	ACFX 99856
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MRS 15027	MRS 15028	MRS 15029
MRS 15030	MRS 15031	MRS 15032
MRS 15033	MRS 15034	MRS 15035
MRS 15036	MRS 15037	MRS 15038
MRS 15039	MRS 15040	MRS 15041
MRS 15042	MRS 15043	MRS 15044
MRS 15045	MRS 15046	MRS 15047
MRS 15049	MRS 15050	

Total Cars

629