

RECORDATION NO. 18631-K FILED 1425

JUN 14 1994 - 1:25 PM

INTERSTATE COMMERCE COMMISSION

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

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
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June 14, 1994

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) duly executed copies of the following documents, all of which are dated June 10, 1994 and are secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177: (1) Bill of Sale; (2) Assignment and Assumption Agreement; and (3) Third Amendment to Security Agreement - Trust Deed.

The enclosed document relates to the Security Agreement - Trust Deed, dated as of December 30, 1993, between ACF Railcar Acquisition Corporation, as Debtor, and Internationale Nederlanden (U.S.) Capital Corporation, as Secured Party, which was duly filed with the Commission on December 30, 1993, under Recordation Number 18631, and the secondary documents thereunder.

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

Bill of Sale

Assignor/Seller: ACF Railcar Acquisition Corporation  
3301 Rider Trail South  
Earth City, Missouri 63045-1383

Assignee/Buyer: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045-1383

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INTERSTATE COMMERCE COMMISSION

OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 18631-M FILED 1425

JUN 14 1994 - 1:25 PM

INTERSTATE COMMERCE COMMISSION

0100266017

*counterparts Edward G. Luna*

*Vertical stamp: RECEIVED JUN 14 1994*

Mr. Sidney L. Strickland, Jr.  
June 14, 1994  
Page 2

Assignment and Assumption Agreement

Assignor/Seller: ACF Railcar Acquisition Corporation  
3301 Rider Trail South  
Earth City, Missouri 63045-1383

Assignee/Buyer: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045-1383

Third Amendment to Security Agreement - Trust Deed

Debtor: ACF Railcar Acquisition Corporation  
3301 Rider Trail South  
Earth City, Missouri 63045-1383

Secured Party: Internationale Nederlanden (U.S.) Capital  
Corporation  
135 East 57th Street  
New York, New York 10022-2101

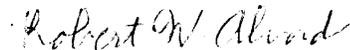
A description of the railroad equipment covered by the enclosed documents is:

six hundred and sixty -seven (667) special purpose covered hopper and tank railcars bearing ACFX reporting marks and road numbers and the equipment leases related thereto that are being RELEASED from the Security Agreement and are identified in Annex ~~A~~ and Annex ~~B~~, respectively, attached to the Third Amendment to Security Agreement - Trust Deed.

Also enclosed is a check in the amount of \$54.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JUNE 14, 1994

ROBERT W. ALVORD  
ALVORD & ALVORD  
918 16TH ST., NW SUITE 200  
WASHINGTON DC 20006-2973

Dear MR. ALVORD :

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on JUNE 14, 1994 at 1:35PM , and assigned  
recordation number(s). 18631-K, 18631-L, 18631-M.

Sincerely yours,

Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18631-K FILED 1425

JUN 14 1994 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL PERSONS BY THESE PRESENTS:

That ACF RAILCAR ACQUISITION CORPORATION, a Delaware corporation (the "Transferor"), for good and valuable consideration, the receipt of which is hereby acknowledged, effective as of the 13th day of June, 1994, does hereby sell, grant, bargain, convey, assign, transfer, deliver and set over to ACF Industries, Incorporated, a New Jersey corporation (the "Transferee"), all of the 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 Transferor hereby warrants to the Transferee and its successors and assigns that, on the date hereof, the Transferor has, and at the time of delivery of the Equipment, the Transferor will have, legal title to the Equipment and good and lawful right to sell the Equipment and at the time of delivery, the Equipment will be free and clear of all Liens (as defined in the Asset Transfer Agreement dated as of the date hereof between the Transferee and the Transferor). The Transferor hereby covenants to defend title to the Equipment against demands of all persons whomever based on claims originating prior to the delivery of the Equipment.

THE BILL OF SALE IS DELIVERED BY THE TRANSFEROR TO THE TRANSFEEE IN EARTH CITY, MISSOURI, AND IS GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

*IN WITNESS WHEREOF*, ACF INDUSTRIES, INCORPORATED has caused this instrument to be executed by its duly authorized representative as of the 10<sup>th</sup> day of June, 1994.

ACF RAILCAR ACQUISITION CORPORATION

By: Umesh Choksi  
Name: Umesh Choksi  
Title: President

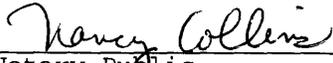
SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex A hereto.

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

On this 16<sup>th</sup> day of June, 1994, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri, and is President of ACF Railcar Acquisition Corporation, that said instrument was signed on behalf of said corporation on the date hereof 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

NANCY COLLINS  
NOTARY PUBLIC - STATE OF MISSOURI  
ST. CHARLES COUNTY  
MY COMMISSION EXPIRES AUG. 2, 1996

ACFX	68937	ACFX	68938	ACFX	68939	ACFX	68940	ACFX	68941
ACFX	68942	ACFX	68943	ACFX	68944	ACFX	68945	ACFX	68946
ACFX	68947	ACFX	68948	ACFX	68949	ACFX	68950	ACFX	68951
ACFX	68952	ACFX	68953	ACFX	68954	ACFX	68955	ACFX	68956
ACFX	68957	ACFX	68958	ACFX	68959	ACFX	68960	ACFX	68961
ACFX	68962	ACFX	68963	ACFX	68964	ACFX	68965	ACFX	68966
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ACFX	68972	ACFX	68973	ACFX	68974	ACFX	68975	ACFX	68976
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ACFX	94845	ACFX	94846	ACFX	94847	ACFX	94848	ACFX	94849
ACFX	94850	ACFX	94851	ACFX	94852	ACFX	94853	ACFX	94854
ACFX	94855	ACFX	94856	ACFX	94857	ACFX	94858	ACFX	94859
ACFX	94860	ACFX	94861	ACFX	94862	ACFX	94863	ACFX	94864
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ACFX	94870	ACFX	94871	ACFX	94971	ACFX	94972	ACFX	94973
ACFX	94974	ACFX	94975	ACFX	94976	ACFX	94977	ACFX	94978
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ACFX	94989	ACFX	94990	ACFX	94991	ACFX	94992	ACFX	94993
ACFX	94994	ACFX	94995	ACFX	94996	ACFX	94997	ACFX	94998
ACFX	94999	ACFX	95000	ACFX	95001	ACFX	95002	ACFX	95003
ACFX	95004	ACFX	95005	ACFX	95006	ACFX	95007	ACFX	95008
ACFX	95009								

TOTAL CARS 111

## ANNEX A

ACFX	12065	ACFX	12143	ACFX	12144	ACFX	12504	ACFX	12511
ACFX	12515	ACFX	12988	ACFX	13543	ACFX	13550	ACFX	13922
ACFX	13924	ACEX	13950	ACEX	14601	ACFX	16155	ACEX	16156
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ACFX	17820	ACFX	17824	ACFX	17827	ACFX	17836	ACFX	17840
ACFX	17843	ACEX	17847	ACEX	17850	ACEX	17852	ACEX	17854
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ACFX	18582	ACFX	18810	ACFX	18823	ACFX	18827	ACFX	18883
ACEX	18894	ACEX	19691	ACEX	19904	ACEX	19907	ACEX	19911
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ACFX	51224	ACFX	51226	ACFX	51227	ACFX	51228	ACFX	51229

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ACFX	83384	ACFX	83389	ACFX	83395	ACFX	83397	ACFX	83404
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ACFX	83881	ACFX	84176	ACFX	84178	ACFX	84190	ACFX	84504
ACFX	84531	ACFX	84552	ACFX	84553	ACFX	84592	ACFX	84593
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ACFX	84928	ACFX	84929	ACFX	84958	ACFX	84960	ACFX	84961
ACFX	84962	ACFX	86569	ACFX	86619	ACFX	86627	ACFX	86633
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ACFX	86944	ACFX	86946	ACFX	86950	ACFX	87087	ACFX	87089
ACFX	87115	ACFX	87166	ACFX	87167	ACFX	87168	ACFX	87169
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ACFX	87379	ACFX	87394	ACFX	87525	ACFX	87743	ACFX	87744
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ACFX	87765	ACFX	87766	ACFX	87767	ACFX	87768	ACFX	87800
ACFX	87875	ACFX	88052	ACFX	88117	ACFX	88347	ACFX	88479

ANNEX A

ACFX	88668	ACFX	88669	ACFX	88670	ACFX	88671	ACFX	88672
ACFX	88674	ACFX	88675	ACFX	88676	ACFX	88677	ACFX	88678
ACFX	88680	ACFX	88681	ACFX	88683	ACFX	88686	ACFX	88687
ACFX	88689	ACFX	88690	ACFX	88691	ACFX	88786	ACFX	88787
ACFX	88789	ACFX	88790	ACFX	88791	ACFX	88792	ACFX	88793
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ACFX	89022	ACFX	89023	ACFX	89025	ACFX	89026	ACFX	89029
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ACFX	89393	ACFX	89394	ACFX	89395	ACFX	89620	ACFX	89626
ACFX	89631	ACFX	89636	ACFX	89637	ACFX	89639	ACFX	89651
ACFX	89652								

TOTAL CARS 556