

19111-BBBB

BILL OF SALE

1995 PM

KNOW ALL PERSONS BY THESE PRESENTS:

That AKF CORP., a Delaware corporation (the "Transferor"), for good and valuable consideration, the receipt of which is hereby acknowledged, effective as of the date hereof, 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").

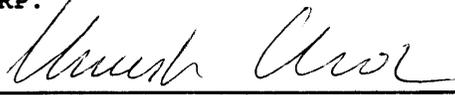
TO HAVE AND TO HOLD all and singular the Equipment above described to the Transferee, its successors and assigns, for its and their use only, forever.

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, AKF CORP. has caused this instrument to be executed by its duly authorized representative as of the 21 day of December, 1995.

AKF CORP.

By: 

Name: Umesh Choksi  
Title: Senior Vice President

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

On this 6<sup>th</sup> day of December, 1995, 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 Senior Vice President of AKF Corp, that said instrument was signed on the date hereof 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.

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

*Nancy Collins*  
\_\_\_\_\_  
Notary Public

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 X hereto.

## ANNEX X

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	51306	ACFX	64574	ACFX	71523
ACFX	51610	ACFX	64575	ACFX	71524
ACFX	51611	ACFX	64576	ACFX	71525
ACFX	51612	ACFX	64577	ACFX	71857
ACFX	51613	ACFX	64578	ACFX	71858
ACFX	51614	ACFX	64579	ACFX	71860
ACFX	51615	ACFX	64580	ACFX	71861
ACFX	51616	ACFX	64581	ACFX	71862
ACFX	51617	ACFX	64582	ACFX	71863
ACFX	51618	ACFX	64583	ACFX	71864
ACFX	51619	ACFX	64584	ACFX	72049
ACFX	51620	ACFX	64585	ACFX	72050
ACFX	51621	ACFX	64586	ACFX	72051
ACFX	51622	ACFX	64587	ACFX	72052
ACFX	51623	ACFX	64588	ACFX	72053
ACFX	51624	ACFX	64589	ACFX	72054
ACFX	51625	ACFX	64590	ACFX	72055
ACFX	64541	ACFX	64591	ACFX	72056
ACFX	64542	ACFX	64592	ACFX	72057
ACFX	64543	ACFX	64593	ACFX	72058
ACFX	64544	ACFX	64828	ACFX	72494
ACFX	64545	ACFX	64829	ACFX	72498
ACFX	64546	ACFX	64832	ACFX	72499
ACFX	64547	ACFX	64837	ACFX	72500
ACFX	64548	ACFX	64841	ACFX	72501
ACFX	64549	ACFX	64843	ACFX	72502
ACFX	64550	ACFX	64846	ACFX	72503
ACFX	64551	ACFX	64848	ACFX	72562
ACFX	64552	ACFX	64849	ACFX	72563
ACFX	64553	ACFX	64851	ACFX	72564
ACFX	64554	ACFX	71503	ACFX	72565
ACFX	64555	ACFX	71504	ACFX	72566
ACFX	64556	ACFX	71505	ACFX	72567
ACFX	64557	ACFX	71506		
ACFX	64558	ACFX	71507		
ACFX	64559	ACFX	71508		
ACFX	64560	ACFX	71509		
ACFX	64561	ACFX	71510		
ACFX	64562	ACFX	71511		
ACFX	64563	ACFX	71512		
ACFX	64564	ACFX	71513		
ACFX	64565	ACFX	71514		
ACFX	64566	ACFX	71515		
ACFX	64567	ACFX	71516		
ACFX	64568	ACFX	71517		
ACFX	64569	ACFX	71518		
ACFX	64570	ACFX	71519		
ACFX	64571	ACFX	71520		
ACFX	64572	ACFX	71521		
ACFX	64573	ACFX	71522		

133 CARS