Recordation No. 19111-VV
JUN 29 1995 -2 10 PM
Interstate Commerce Commission

BILL OF SALE

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 TRANSFEREE 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 29 day of June, 1995.

AKF CORP.

By: Umesh Choksi

Name: Umesh Choksi
Title: Senior Vice President

6/21/95; 10:23am
24950/1970/SS/85023.1

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.

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

On this 26th day of June, 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

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

6/21/95; 10:23am
24950/1970/SS/85023.1

ANNEX X

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	19024	ACFX	36041	ACFX	49823
ACFX	27319	ACFX	36043	ACFX	49824
ACFX	27320	ACFX	36044	ACFX	49826
ACFX	27321	ACFX	36045	ACFX	49827
ACFX	27322	ACFX	36046	ACFX	49828
ACFX	27324	ACFX	36048	ACFX	49830
ACFX	27325	ACFX	36049	ACFX	49831
ACFX	27326	ACFX	36050	ACFX	49832
ACFX	27328	ACFX	36051	ACFX	49833
ACFX	27329	ACFX	36127	ACFX	49834
ACFX	27331	ACFX	36129	ACFX	49835
ACFX	27332	ACFX	36130	ACFX	49836
ACFX	27340	ACFX	36133	ACFX	49837
ACFX	27352	ACFX	36134	ACFX	49838
ACFX	27353	ACFX	36136	ACFX	49839
ACFX	27359	ACFX	36137	ACFX	49840
ACFX	27364	ACFX	36138	ACFX	49841
ACFX	27365	ACFX	36142	ACFX	49842
ACFX	27369	ACFX	36144	ACFX	49843
ACFX	27382	ACFX	36145	ACFX	49844
ACFX	36001	ACFX	36146	ACFX	49845
ACFX	36003	ACFX	36150	ACFX	49846
ACFX	36004	ACFX	36151	ACFX	49847
ACFX	36005	ACFX	36153	ACFX	49848
ACFX	36007	ACFX	36156	ACFX	49849
ACFX	36008	ACFX	36157	ACFX	49850
ACFX	36009	ACFX	36158	ACFX	49851
ACFX	36011	ACFX	36160	ACFX	49852
ACFX	36012	ACFX	36161	ACFX	49853
ACFX	36014	ACFX	36162	ACFX	49855
ACFX	36015	ACFX	36165	ACFX	49856
ACFX	36016	ACFX	36168	ACFX	49857
ACFX	36021	ACFX	36170	ACFX	49858
ACFX	36023	ACFX	36172	ACFX	49859
ACFX	36024	ACFX	42546	ACFX	49860
ACFX	36026	ACFX	42547	ACFX	49861
ACFX	36027	ACFX	42548	ACFX	49862
ACFX	36028	ACFX	42549	ACFX	49863
ACFX	36029	ACFX	45053	ACFX	49864
ACFX	36030	ACFX	49735	ACFX	49865
ACFX	36031	ACFX	49782	ACFX	49866
ACFX	36032	ACFX	49783	ACFX	49867
ACFX	36033	ACFX	49784	ACFX	49869
ACFX	36034	ACFX	49785	ACFX	49870
ACFX	36035	ACFX	49786	ACFX	49871
ACFX	36036	ACFX	49788	ACFX	49872
ACFX	36037	ACFX	49789	ACFX	49873
ACFX	36038	ACFX	49791	ACFX	49874
ACFX	36039	ACFX	49793	ACFX	49875
ACFX	36040	ACFX	49822	ACFX	49979

ANNEX X

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	49986	ACFX	59586	ACFX	65472
ACFX	49987	ACFX	59587	ACFX	65473
ACFX	49991	ACFX	59588	ACFX	65474
ACFX	49993	ACFX	59589	ACFX	65475
ACFX	49998	ACFX	59591	ACFX	65476
ACFX	59401	ACFX	59592	ACFX	65477
ACFX	59441	ACFX	59593	ACFX	65478
ACFX	59442	ACFX	59594	ACFX	65479
ACFX	59444	ACFX	59595	ACFX	65480
ACFX	59445	ACFX	59596	ACFX	65481
ACFX	59446	ACFX	59597	ACFX	65482
ACFX	59447	ACFX	59598	ACFX	65483
ACFX	59449	ACFX	59599	ACFX	65484
ACFX	59450	ACFX	59600	ACFX	65485
ACFX	59452	ACFX	59601	ACFX	65486
ACFX	59467	ACFX	59602	ACFX	65487
ACFX	59468	ACFX	59603	ACFX	65488
ACFX	59469	ACFX	59604	ACFX	65489
ACFX	59470	ACFX	59605	ACFX	65490
ACFX	59471	ACFX	59606	ACFX	65491
ACFX	59472	ACFX	59607	ACFX	65492
ACFX	59473	ACFX	59608	ACFX	65493
ACFX	59474	ACFX	59609	ACFX	65494
ACFX	59475	ACFX	59610	ACFX	65495
ACFX	59476	ACFX	59611	ACFX	65496
ACFX	59524	ACFX	59612	ACFX	65497
ACFX	59525	ACFX	59613	ACFX	65498
ACFX	59526	ACFX	59614	ACFX	65499
ACFX	59527	ACFX	59615	ACFX	65500
ACFX	59528	ACFX	59616	ACFX	65501
ACFX	59529	ACFX	59617	ACFX	65502
ACFX	59530	ACFX	59618	ACFX	65503
ACFX	59531	ACFX	59619	ACFX	65504
ACFX	59532	ACFX	59621	ACFX	65505
ACFX	59533	ACFX	59622	ACFX	65506
ACFX	59534	ACFX	59623	ACFX	65507
ACFX	59535	ACFX	59624	ACFX	65508
ACFX	59536	ACFX	59625	ACFX	65509
ACFX	59537	ACFX	59626	ACFX	65510
ACFX	59538	ACFX	59627	ACFX	65761
ACFX	59539	ACFX	59628	ACFX	65762
ACFX	59540	ACFX	65378	ACFX	65763
ACFX	59542	ACFX	65379	ACFX	65764
ACFX	59544	ACFX	65380	ACFX	65765
ACFX	59545	ACFX	65381	ACFX	65766
ACFX	59546	ACFX	65382	ACFX	65767
ACFX	59547	ACFX	65383	ACFX	65768
ACFX	59548	ACFX	65469	ACFX	65769
ACFX	59584	ACFX	65470	ACFX	65770
ACFX	59585	ACFX	65471	ACFX	65771

ANNEX X

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	65772	ACFX	69774	ACFX	73064
ACFX	65773	ACFX	69775	ACFX	73065
ACFX	65774	ACFX	69776	ACFX	73220
ACFX	65775	ACFX	69777	ACFX	73221
ACFX	65776	ACFX	69838	ACFX	73222
ACFX	65777	ACFX	69839	ACFX	73223
ACFX	65778	ACFX	69840	ACFX	73224
ACFX	65779	ACFX	69841	ACFX	73225
ACFX	65780	ACFX	69842	ACFX	73226
ACFX	65781	ACFX	69843	ACFX	73227
ACFX	65782	ACFX	69844	ACFX	73228
ACFX	65783	ACFX	69845	ACFX	73229
ACFX	65784	ACFX	69846	ACFX	73230
ACFX	65785	ACFX	69847	ACFX	73231
ACFX	65786	ACFX	69858	ACFX	73232
ACFX	65787	ACFX	71188	ACFX	73233
ACFX	65788	ACFX	72537	ACFX	73538
ACFX	65789	ACFX	72719	ACFX	75105
ACFX	65790	ACFX	72720	ACFX	75106
ACFX	65791	ACFX	72722	ACFX	75107
ACFX	65792	ACFX	72724	ACFX	75130
ACFX	65793	ACFX	72725	ACFX	75136
ACFX	65794	ACFX	72727	ACFX	75137
ACFX	66403	ACFX	72728	ACFX	75138
ACFX	66405	ACFX	72729	ACFX	75140
ACFX	66406	ACFX	72818	ACFX	75181
ACFX	66408	ACFX	72819	ACFX	75182
ACFX	66409	ACFX	72820	ACFX	75325
ACFX	66410	ACFX	72821	ACFX	75326
ACFX	66413	ACFX	72822	ACFX	75327
ACFX	66414	ACFX	72823	ACFX	75328
ACFX	66415	ACFX	72824	ACFX	75329
ACFX	66418	ACFX	72825	ACFX	75330
ACFX	68078	ACFX	73034	ACFX	75332
ACFX	69717	ACFX	73035	ACFX	75334
ACFX	69746	ACFX	73037	ACFX	75335
ACFX	69749	ACFX	73039	ACFX	75336
ACFX	69758	ACFX	73041	ACFX	75337
ACFX	69759	ACFX	73042	ACFX	75340
ACFX	69762	ACFX	73043	ACFX	75341
ACFX	69763	ACFX	73044	ACFX	75343
ACFX	69764	ACFX	73046	ACFX	75344
ACFX	69765	ACFX	73047	ACFX	75345
ACFX	69767	ACFX	73049	ACFX	75346
ACFX	69768	ACFX	73058	ACFX	75347
ACFX	69769	ACFX	73059	ACFX	75348
ACFX	69770	ACFX	73060	ACFX	75352
ACFX	69771	ACFX	73061	ACFX	75380
ACFX	69772	ACFX	73062	ACFX	75475
ACFX	69773	ACFX	73063	ACFX	75476

ANNEX X

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	75477	ACFX	75560	ACFX	79465
ACFX	75478	ACFX	75561	ACFX	79467
ACFX	75479	ACFX	75562	ACFX	79473
ACFX	75480	ACFX	75563	ACFX	79475
ACFX	75481	ACFX	75564	ACFX	79476
ACFX	75482	ACFX	75566	ACFX	79480
ACFX	75483	ACFX	75567	ACFX	79481
ACFX	75484	ACFX	75568	ACFX	79484
ACFX	75485	ACFX	75570	ACFX	79486
ACFX	75486	ACFX	75571	ACFX	79487
ACFX	75488	ACFX	75572	ACFX	79489
ACFX	75489	ACFX	75574	ACFX	79491
ACFX	75490	ACFX	75575	ACFX	79492
ACFX	75491	ACFX	75576	ACFX	79494
ACFX	75492	ACFX	75577	ACFX	79495
ACFX	75493	ACFX	75578	ACFX	79496
ACFX	75494	ACFX	75579	ACFX	79498
ACFX	75495	ACFX	75580	ACFX	79499
ACFX	75496	ACFX	75581	ACFX	79502
ACFX	75497	ACFX	75582	ACFX	79503
ACFX	75498	ACFX	75583	ACFX	79504
ACFX	75499	ACFX	75584	ACFX	79505
ACFX	75500	ACFX	75586	ACFX	79506
ACFX	75501	ACFX	75587	ACFX	79508
ACFX	75528	ACFX	75588	ACFX	79509
ACFX	75534	ACFX	75589	ACFX	79510
ACFX	75535	ACFX	75590	ACFX	79512
ACFX	75537	ACFX	75591	ACFX	79513
ACFX	75538	ACFX	75592	ACFX	79515
ACFX	75539	ACFX	75593	ACFX	79518
ACFX	75540	ACFX	77486	ACFX	79519
ACFX	75541	ACFX	77487	ACFX	79520
ACFX	75542	ACFX	77488	ACFX	79576
ACFX	75543	ACFX	77489	ACFX	79580
ACFX	75544	ACFX	77490	ACFX	79586
ACFX	75545	ACFX	77492	ACFX	79587
ACFX	75546	ACFX	77493	ACFX	79588
ACFX	75547	ACFX	79357	ACFX	79590
ACFX	75548	ACFX	79441	ACFX	79809
ACFX	75549	ACFX	79442	ACFX	79810
ACFX	75550	ACFX	79443	ACFX	79811
ACFX	75551	ACFX	79444	ACFX	79930
ACFX	75552	ACFX	79447	ACFX	79931
ACFX	75553	ACFX	79449	ACFX	79932
ACFX	75554	ACFX	79452	ACFX	79933
ACFX	75555	ACFX	79458	ACFX	79934
ACFX	75556	ACFX	79459	ACFX	79935
ACFX	75557	ACFX	79461	ACFX	79936
ACFX	75558	ACFX	79462	ACFX	79938
ACFX	75559	ACFX	79463	ACFX	79939

ANNEX X

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	79940	ACFX	95623	ACFX	99210
ACFX	79941	ACFX	95624	ACFX	99213
ACFX	79942	ACFX	95625	ACFX	99242
ACFX	79943	ACFX	95626	ACFX	99243
ACFX	79952	ACFX	95627	ACFX	99244
ACFX	79959	ACFX	95628	ACFX	99245
ACFX	79960	ACFX	95629	ACFX	99246
ACFX	79961	ACFX	95630	ACFX	99247
ACFX	79965	ACFX	95631	ACFX	99248
ACFX	79966	ACFX	95632	ACFX	99249
ACFX	79967	ACFX	95633	ACFX	99250
ACFX	79968	ACFX	95634	ACFX	99251
ACFX	79969	ACFX	95635	ACFX	99252
ACFX	79970	ACFX	95636	ACFX	99253
ACFX	79971	ACFX	95637	ACFX	99254
ACFX	79972	ACFX	95638	ACFX	99255
ACFX	79973	ACFX	95639	ACFX	99256
ACFX	79974	ACFX	95640	ACFX	99257
ACFX	79975	ACFX	95641	ACFX	99258
ACFX	79976	ACFX	95642	ACFX	99259
ACFX	79977	ACFX	95703	ACFX	99260
ACFX	79978	ACFX	95704	ACFX	99261
ACFX	79979	ACFX	95705	ACFX	99262
ACFX	79980	ACFX	95706	ACFX	99263
ACFX	79981	ACFX	95707	ACFX	99264
ACFX	79982	ACFX	95708	ACFX	99265
ACFX	79983	ACFX	95709	ACFX	99266
ACFX	79984	ACFX	95710	ACFX	99267
ACFX	79985	ACFX	95711	ACFX	99268
ACFX	79986	ACFX	95712	ACFX	99269
ACFX	79987	ACFX	95713	ACFX	99270
ACFX	79988	ACFX	95714	ACFX	99671
ACFX	79989	ACFX	95715	ACFX	99672
ACFX	79997	ACFX	95716	ACFX	99673
ACFX	79998	ACFX	99191	ACFX	99675
ACFX	79999	ACFX	99192	ACFX	99676
ACFX	82331	ACFX	99193	ACFX	99710
ACFX	82722	ACFX	99194	ACFX	99744
ACFX	86410	ACFX	99195	ACFX	99745
ACFX	86411	ACFX	99196	ACFX	99746
ACFX	86413	ACFX	99197	ACFX	99747
ACFX	86416	ACFX	99198	ACFX	99749
ACFX	86417	ACFX	99199	ACFX	99753
ACFX	86419	ACFX	99200	ACFX	99754
ACFX	88985	ACFX	99201	ACFX	99755
ACFX	89431	ACFX	99202	ACFX	99756
ACFX	95619	ACFX	99203	ACFX	99757
ACFX	95620	ACFX	99205	ACFX	99760
ACFX	95621	ACFX	99206	ACFX	99761
ACFX	95622	ACFX	99209	ACFX	99762

ANNEX X

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	99765				
ACFX	99766				
ACFX	99767				
ACFX	99923				
ACFX	99933				
ACFX	99942				
ACFX	99943				
ACFX	99944				
ACFX	99945				
ACFX	99946				
ACFX	99948				
ACFX	99949				
ACFX	99950				
ACFX	99951				
ACFX	99952				
ACFX	99953				
ACFX	99954				
ACFX	99955				
ACFX	99956				
ACFX	99957				
ACFX	99958				
ACFX	99959				
ACFX	99960				
ACFX	99961				
ACFX	99962				
ACFX	99963				
ACFX	99964				
ACFX	99965				
ACFX	99966				
ACFX	99967				
ACFX	99968				
ACFX	99969				
ACFX	99970				
ACFX	99971				
ACFX	99972				
ACFX	99973				
ACFX	99974				
ACFX	99975				
ACFX	99976				
ACFX	99977				
ACFX	99978				
ACFX	99979				
ACFX	99980				
ACFX	99981				
ACFX	99982				
ACFX	99984				
ACFX	99985				

797 Cars