

BILL OF SALE

1911-VVV  
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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 17 day of November, 1995.

AKF CORP.

By:

  
Name: Umesh Choksi  
Title: Senior Vice President

SCHEDULE 1

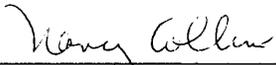
DESCRIPTION OF EQUIPMENT

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 X hereto.

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

On this <sup>27</sup> day of November, 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

  
\_\_\_\_\_  
Notary Public

## ANNEX X

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	40671	ACFX	40837	ACFX	51374
ACFX	40672	ACFX	40838	ACFX	51375
ACFX	40673	ACFX	40839	ACFX	51376
ACFX	40674	ACFX	40840	ACFX	51377
ACFX	40675	ACFX	40841	ACFX	51378
ACFX	40676	ACFX	40842	ACFX	51379
ACFX	40677	ACFX	40843	ACFX	51380
ACFX	40678	ACFX	40844	ACFX	51381
ACFX	40679	ACFX	40845	ACFX	51382
ACFX	40680	ACFX	40846	ACFX	51383
ACFX	40681	ACFX	40847	ACFX	51384
ACFX	40682	ACFX	40848	ACFX	51405
ACFX	40683	ACFX	40849	ACFX	51407
ACFX	40684	ACFX	51321	ACFX	51415
ACFX	40685	ACFX	51322	ACFX	51420
ACFX	40686	ACFX	51323	ACFX	71394
ACFX	40687	ACFX	51324	ACFX	71395
ACFX	40688	ACFX	51325	ACFX	71396
ACFX	40689	ACFX	51326	ACFX	71402
ACFX	40690	ACFX	51327	ACFX	71403
ACFX	40691	ACFX	51328	ACFX	71405
ACFX	40692	ACFX	51329	ACFX	71406
ACFX	40693	ACFX	51330	ACFX	71408
ACFX	40694	ACFX	51331	ACFX	71409
ACFX	40695	ACFX	51332	ACFX	71410
ACFX	40696	ACFX	51333	ACFX	71411
ACFX	40697	ACFX	51334	ACFX	71412
ACFX	40698	ACFX	51335	ACFX	71413
ACFX	40699	ACFX	51336	ACFX	71414
ACFX	40700	ACFX	51337	ACFX	71416
ACFX	40756	ACFX	51338	ACFX	71417
ACFX	40812	ACFX	51343	ACFX	71418
ACFX	40813	ACFX	51344	ACFX	71419
ACFX	40814	ACFX	51345	ACFX	71420
ACFX	40815	ACFX	51346	ACFX	71421
ACFX	40816	ACFX	51347	ACFX	71422
ACFX	40817	ACFX	51348	ACFX	71423
ACFX	40818	ACFX	51349	ACFX	71424
ACFX	40819	ACFX	51350	ACFX	71425
ACFX	40821	ACFX	51351	ACFX	71426
ACFX	40822	ACFX	51352	ACFX	71427
ACFX	40824	ACFX	51363	ACFX	71428
ACFX	40826	ACFX	51364	ACFX	71429
ACFX	40827	ACFX	51365	ACFX	71430
ACFX	40828	ACFX	51366	ACFX	71431
ACFX	40829	ACFX	51367	ACFX	71432
ACFX	40831	ACFX	51368	ACFX	71433
ACFX	40832	ACFX	51369	ACFX	71434
ACFX	40833	ACFX	51370	ACFX	71435
ACFX	40835	ACFX	51372	ACFX	71436

## ANNEX X

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	71437	ACFX	71756		
ACFX	71438	SOO	101000	250 Cars	
ACFX	71439	SOO	101001		
ACFX	71445	SOO	101002		
ACFX	71451	SOO	101003		
ACFX	71452	SOO	101004		
ACFX	71453	SOO	101005		
ACFX	71454	SOO	101006		
ACFX	71455	SOO	101007		
ACFX	71456	SOO	101008		
ACFX	71458	SOO	101009		
ACFX	71459	SOO	101010		
ACFX	71460	SOO	101011		
ACFX	71461	SOO	101012		
ACFX	71462	SOO	101013		
ACFX	71463	SOO	101014		
ACFX	71464	SOO	101015		
ACFX	71465	SOO	101016		
ACFX	71466	SOO	101018		
ACFX	71467	SOO	101019		
ACFX	71468	SOO	101020		
ACFX	71469	SOO	101021		
ACFX	71470	SOO	101022		
ACFX	71471	SOO	101023		
ACFX	71472	SOO	101024		
ACFX	71473	SOO	101025		
ACFX	71474	SOO	101026		
ACFX	71475	SOO	101027		
ACFX	71476	SOO	101028		
ACFX	71477	SOO	101029		
ACFX	71496	SOO	101030		
ACFX	71497	SOO	101031		
ACFX	71498	SOO	101032		
ACFX	71499	SOO	101033		
ACFX	71500	SOO	101034		
ACFX	71501	SOO	101035		
ACFX	71502	SOO	101036		
ACFX	71526	SOO	101037		
ACFX	71527	SOO	101038		
ACFX	71528	SOO	101039		
ACFX	71529	SOO	101040		
ACFX	71530	SOO	101041		
ACFX	71531	SOO	101042		
ACFX	71532	SOO	101043		
ACFX	71533	SOO	101044		
ACFX	71534	SOO	101045		
ACFX	71535	SOO	101046		
ACFX	71731	SOO	101047		
ACFX	71732	SOO	101048		
ACFX	71737	SOO	101049		