

RECORDATION NO. **18957-A** FILED 1425

AUG 31 1994 -12 00 PM

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INTERSTATE COMMERCE COMMISSION  
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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

**18957**  
RECORDATION NO. \_\_\_\_\_ FILED 1425

August 30, 1994

AUG 31 1994 -12 00 PM

INTERSTATE COMMERCE COMMISSION

Mr. Vernon A. Williams  
Acting Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECEIVED  
OFFICE OF THE  
SECRETARY  
Aug 31 11 58 AM '94  
LICENSING BRANCH

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies each of the following documents: a Bill of Sale, dated as of August 1, 1994, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177, and an Assignment and Assumption Agreement, dated as of August 1, 1994, a secondary document related thereto.

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

Transferor: Carl C. Icahn  
100 South Bedford Road  
Mt. Kisco, New York 10549

Transferee: Meadowstar Holding Company, Inc.  
100 South Bedford Road  
Mt. Kisco, New York 10549

A description of the railroad equipment covered by the enclosed document is attached to the Bill of Sale as Annex A.

Mr. Vernon A. Williams  
August 30, 1994  
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Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

AUGUST 31, 1994

OFFICE OF THE SECRETARY

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 8/31/94 at 12:00PM, and assigned recordation number(s). 18780-B, 18957, 18957-A .

Sincerely yours,

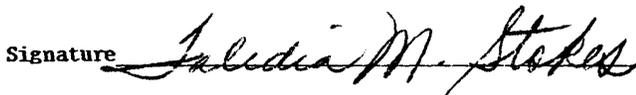


Vernon A. Williams  
Acting Secretary

Enclosure(s)

\$ 54.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. **18957** FILED 1994

BILL OF SALE

AUG 3 1 1994 -12 00 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL PERSONS BY THESE PRESENTS:

That CARL C. ICAHN (the "Transferor"), for good and valuable consideration, the receipt of which is hereby acknowledged, effective as of August 1, 1994, does hereby sell, grant, bargain, convey, assign, transfer, deliver and set over to MEADOWSTAR HOLDING COMPANY, INC., a Delaware 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 EQUIPMENT IS TRANSFERRED TO THE TRANSFEEE "AS IS". THE TRANSFEROR MAKES NO REPRESENTATIONS OR WARRANTIES OF ANY KIND, EXPRESS OR IMPLIED, INCLUDING, BUT NOT LIMITED TO, THE IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE, WITH RESPECT TO THE EQUIPMENT AND THE SAME ARE HEREBY EXPRESSLY DISCLAIMED.

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

*IN WITNESS WHEREOF*, the undersigned has executed this Bill of Sale as of the 1st day of August, 1994.

By: Carl C. Icahn  
Carl C. Icahn

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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 NEW YORK        )  
                                  )   ss.:  
COUNTY OF NEW YORK     )

On this 25<sup>th</sup> day of August, 1994, before me, personally appeared Carl C. Icahn to me personally known, who being by me duly sworn, says that he resides at New York, New York, that said instrument was signed on the date hereof, and he acknowledged that the execution of the foregoing instrument was his free act.

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

**DAVID M BRENSILBER**  
Notary Public, State of New York  
Qualified in New York County  
No. 4980938  
Commission Expires April 29, 1995

## ICAHN CARS

ACFX 36960	ACFX 37871	ACFX 37917
ACFX 36961	ACFX 37872	ACFX 37918
ACFX 36962	ACFX 37873	ACFX 37919
ACFX 36963	ACFX 37874	ACFX 37920
ACFX 36964	ACFX 37875	ACFX 37921
ACFX 36965	ACFX 37876	ACFX 37922
ACFX 36966	ACFX 37877	ACFX 37923
ACFX 36967	ACFX 37878	ACFX 37924
ACFX 36968	ACFX 37879	ACFX 37925
ACFX 36969	ACFX 37880	ACFX 37926
ACFX 36970	ACFX 37881	ACFX 37927
ACFX 36971	ACFX 37882	ACFX 37928
ACFX 36972	ACFX 37883	ACFX 37929
ACFX 36973	ACFX 37884	ACFX 37930
ACFX 36974	ACFX 37885	ACFX 37931
ACFX 36975	ACFX 37886	ACFX 37932
ACFX 36976	ACFX 37887	ACFX 37933
ACFX 36977	ACFX 37888	ACFX 37934
ACFX 36978	ACFX 37889	ACFX 37935
ACFX 36979	ACFX 37890	ACFX 37936
ACFX 36980	ACFX 37891	ACFX 37937
ACFX 36981	ACFX 37892	ACFX 37938
ACFX 36982	ACFX 37893	ACFX 37939
ACFX 36983	ACFX 37894	ACFX 37940
ACFX 36984	ACFX 37895	ACFX 37941
ACFX 36985	ACFX 37896	ACFX 37942
ACFX 37851	ACFX 37897	ACFX 37943
ACFX 37852	ACFX 37898	ACFX 37944
ACFX 37853	ACFX 37899	ACFX 37945
ACFX 37854	ACFX 37900	ACFX 37946
ACFX 37855	ACFX 37901	ACFX 37947
ACFX 37856	ACFX 37902	ACFX 37948
ACFX 37857	ACFX 37903	ACFX 37949
ACFX 37858	ACFX 37904	ACFX 37950
ACFX 37859	ACFX 37905	ACFX 38337
ACFX 37860	ACFX 37906	ACFX 38348
ACFX 37861	ACFX 37907	ACFX 38349
ACFX 37862	ACFX 37908	ACFX 38350
ACFX 37863	ACFX 37909	ACFX 38351
ACFX 37864	ACFX 37910	ACFX 38352
ACFX 37865	ACFX 37911	ACFX 38353
ACFX 37866	ACFX 37912	ACFX 38354
ACFX 37867	ACFX 37913	ACFX 38355
ACFX 37868	ACFX 37914	ACFX 38356
ACFX 37869	ACFX 37915	ACFX 38357
ACFX 37870	ACFX 37916	ACFX 38358