19178 -A

RECORDATION NO._____FILED 1425

JAN 17 1995 -1 25 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL PERSONS BY THESE PRESENTS:

That MEADOWSTAR HOLDING COMPANY, INC., 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 Exhibit 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 TRANSFEREE "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 TRANSFEREE IN NEW YORK, NEW YORK, AND IS GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

IN WITNESS WHEREOF, the undersigned has caused this Bill of Sale to be executed as of the 17th day of January 1995.

MEADOWSTAR HOLDING COMPANY, INC.

By: _____
Name: Mark H. Rachesky
Title: Vice President

1/13/95; 3:41pm
24950/1760/69285.1

EXHIBIT 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 Schedule A hereto.

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

On this 13th day of January, 1995, before me, personally appeared Mark H. Rachesky to me personally known, who being by me duly sworn, says that he resides at New York, New York, and is Vice President of Meadowstar Holding Company, Inc., 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.

Notary Public

ROBYN G. STEINBERG
Notary Public, State of New York
No. 01ST5026264
Qualified in New York County
Commission Expires April 18, 1998

1/13/95; 3:41pm
24950/1760/69285.1

28-Dec-94

SCHEDULE A

RPTG MARK	CAR NO	TYPE OF CAR	AAR DESG	LESSEE	CONTRACT RIDER	LEASE EFFECTIVE DATE
ACFX	38350	H	C214	ALLIED-SIGNAL INC	62110159	09/01/94
ACFX	38352	H	C214	ALLIED-SIGNAL INC	62110159	09/01/94
ACFX	38348	H	C714	ENGELHARD CORP	77300052	04/01/93
ACFX	36960	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36961	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36962	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36963	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36964	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36965	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36966	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36967	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36968	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36969	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36970	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36971	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36972	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36973	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36974	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36975	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36976	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36977	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36978	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36979	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36980	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36981	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36982	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36983	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36984	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	36985	H	C214	OCCIDENTAL CHEMICAL CORP	48860030	12/01/94
ACFX	38351	H	C214	A SCHULMAN INC	3809	12/31/89
ACFX	38353	H	C214	A SCHULMAN INC	3809	12/31/89
ACFX	38354	H	C214	A SCHULMAN INC	3809	12/31/89
ACFX	38355	H	C214	A SCHULMAN INC	3809	12/31/89
ACFX	38356	H	C214	A SCHULMAN INC	3809	12/31/89
ACFX	38357	H	C214	A SCHULMAN INC	3809	12/31/89
ACFX	38358	H	C214	A SCHULMAN INC	3809	12/31/89
ACFX	37851	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37852	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37853	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37854	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37855	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37856	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37857	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37858	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37859	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37860	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37861	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37862	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37863	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94

28-Dec-94

SCHEDULE A

RPTG MARK	CAR NO	TYPE OF CAR	AAR DESG	LESSEE	CONTRACT RIDER	LEASE EFFECTIVE DATE
ACFX	37864	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37865	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37866	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37867	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37868	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37869	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37870	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37871	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37872	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37873	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37874	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37875	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37876	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37877	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37878	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37879	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37880	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37881	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37882	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37883	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37884	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37885	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37886	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37887	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37888	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37889	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37890	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37891	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37892	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37893	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37894	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37895	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37896	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37897	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37898	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37899	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37900	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37901	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37902	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37903	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37904	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37905	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37906	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37907	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37908	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37909	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37910	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37911	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37912	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94

28-Dec-94

SCHEDULE A

RPTG MARK	CAR NO	TYPE OF CAR	AAR DESG	LESSEE	CONTRACT RIDER	LEASE EFFECTIVE DATE
ACFX	37913	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37914	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37915	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37916	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37917	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37918	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37919	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37920	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37921	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37922	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37923	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37924	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37925	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37926	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37927	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37928	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37929	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37930	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37931	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37932	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37933	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37934	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37935	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37936	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37937	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37938	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37939	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37940	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37941	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37942	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37943	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37944	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37945	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37946	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37947	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37948	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37949	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	37950	H	C214	QUANTUM CHEMICAL CORP	3277	12/01/94
ACFX	38349	H	C214	EPSILON PRODUCTS CO	5763	11/01/92
ACFX	38337	H	C714	BARRETTS MINERALS INC	3414	01/01/95