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RECORDATION NO. _____ FILED 1994

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BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS;

THAT ACF INDUSTRIES, INCORPORATED (the "Seller"), with its principal place of business at 3301 Rider Trail South, Earth City, Missouri 63045-1393, is the owner of the full legal and beneficial title to the equipment listed on Exhibit A attached hereto (the "Equipment").

THAT for and in consideration of the sum of \$1.00 and other valuable consideration the Seller does this ___ day of December, 1994, grant, convey, transfer, bargain and sell, deliver and set over all of the Seller's right, title and interest in and to the Equipment unto THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Buyer") and unto its successors and assigns forever.

THAT the Seller hereby warrants to the Buyer, its successors and assigns, that there is hereby conveyed to the Buyer on the date hereof good title to the Equipment free and clear of all liens, encumbrances and rights of others (other than such existing Car Service Contract (the "Permitted Sublease") as has been acknowledged by and consented to by the Buyer in writing in the Asset Purchase Agreement between the Seller and the Buyer dated as of December 1, 1994), and that it will warrant and defend such title forever against all claims and demands whatsoever.

THIS BILL OF SALE shall be governed by and construed in accordance with the laws of the State of New York, excluding the conflict of laws rules thereof.

IN WITNESS WHEREOF, the Seller has caused this instrument to be executed as of this 23 day of December, 1994.

ACF INDUSTRIES, INCORPORATED

By: *Hrush Chok*
Its: ASSISTANT TREASURER

ACKNOWLEDGMENTS

State of Missouri)
) ss.
County of St. Louis)

On this 21st day of December, 1994, before me personally appeared Himesh Choksi, to me personally known, who, being by me duly sworn, did say that he is a Asst. Treas. of ACF INDUSTRIES, INCORPORATED, that said instrument was signed on behalf of said corporation on said date by authority of its Board of Directors, and he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of the corporation.

Nancy Collins
Notary Public

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

State of _____)
) ss.
County of _____)

On this _____ day of December, 1994, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is a _____ of THE CIT GROUP/EQUIPMENT FINANCING, INC., that said instrument was signed on behalf of said corporation on said date by authority of its Board of Directors, and he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of the corporation.

Notary Public

My commission expires:

EXHIBIT A

CAR
IDENT

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