

*Counter parts - E. M. Lester*

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 12, 1996

1911 FILED 1425 I I I I I  
SEP 12 1996 AM 33555  
K R K K I K

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) executed copies of each of the following documents: Thirty-Third Amendment to Security Agreement-Trust Deed, dated as of September 12, 1996, and two separate Bills of Sale and Assignment and Assumption Agreements, dated as of September 12, 1996, and all being secondary documents as defined in the Commission's Rules for the Recordation of Documents.

The enclosed documents relate to the Security Agreement-Trust Deed duly filed with the Commission under Recordation Number 19111.

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

Thirty-Third Amendment

Debtor: AKF Corp.  
Bank of America Plaza  
300 South 4th Street, Suite 1100  
Las Vegas, Nevada 89101

Secured Party: Internationale Nederlanden (U.S.)  
Capital Corporation  
135 East 57th Street  
New York, New York 10022-2101

A description of the railroad equipment being ADDED to the Security Agreement is: 349 railcars set forth in Annex A attached to the Thirty-Third Amendment, with the Leases related thereto set forth in Annex B attached to the Thirty-Third Amendment.

Mr. Vernon A. Williams  
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With respect to the 349 railcars being ADDED to the Security Agreement, the parties are as follows:

Bill of Sale

Transferor: ACF Industries, Incorporated  
620 North Second Street  
St. Louis, Missouri 63301

Transferee: AKF Corp.  
Bank of America Plaza  
300 South 4th Street, Suite 1100  
Las Vegas, Nevada 89101

Assignment and Assumption Agreement

Assignor: ACF Industries, Incorporated  
620 North Second Street  
St. Charles, Missouri 63301

Assignee: AKF Corp.  
Bank of America Plaza  
300 South 4th Street, Suite 1100  
Las Vegas, Nevada 89101

Also enclosed is a check in the amount of \$63.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

1911-1111

BILL OF SALE

KNOW ALL PERSONS BY THESE PRESENTS:

That ACF INDUSTRIES, INCORPORATED, a New Jersey 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 AKF CORP., 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 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*, ACF INDUSTRIES, INCORPORATED has caused this instrument to be executed by its duly authorized representative as of the 12 day of September, 1996.

ACF INDUSTRIES, INCORPORATED

By: Umesh Choksi

Name: Umesh Choksi

Title: Treasurer

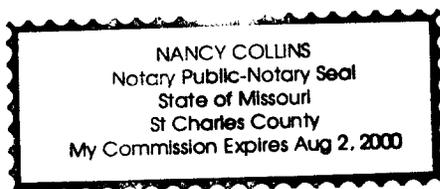
SCHEDULE 1

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 MISSOURI        )  
                                  )    ss.:  
COUNTY OF ST. CHARLES )

On this 5<sup>th</sup> day of September, 1996 before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he resides at Chesterfield, Missouri, and is Treasurer of ACF Industries, Incorporated, 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

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	27764	ACFX	36486	ACFX	44873
ACFX	27765	ACFX	36487	ACFX	44874
ACFX	27766	ACFX	36488	ACFX	44875
ACFX	27767	ACFX	36489	ACFX	59629
ACFX	27768	ACFX	36490	ACFX	59630
ACFX	27769	ACFX	36491	ACFX	59632
ACFX	27770	ACFX	36492	ACFX	59633
ACFX	27771	ACFX	36493	ACFX	59634
ACFX	27772	ACFX	36494	ACFX	59635
ACFX	27773	ACFX	36496	ACFX	59636
ACFX	27774	ACFX	36497	ACFX	59637
ACFX	27775	ACFX	36498	ACFX	59638
ACFX	27776	ACFX	36499	ACFX	59640
ACFX	27777	ACFX	36500	ACFX	59643
ACFX	27778	ACFX	36501	ACFX	59644
ACFX	27779	ACFX	36502	ACFX	59647
ACFX	27780	ACFX	36503	ACFX	59649
ACFX	27781	ACFX	36504	ACFX	59650
ACFX	27782	ACFX	36505	ACFX	59651
ACFX	27783	ACFX	36506	ACFX	59652
ACFX	27784	ACFX	36507	ACFX	59653
ACFX	27785	ACFX	36510	ACFX	59656
ACFX	27786	ACFX	36512	ACFX	59658
ACFX	27787	ACFX	36513	ACFX	59659
ACFX	27788	ACFX	36515	ACFX	59660
ACFX	27789	ACFX	36516	ACFX	59661
ACFX	27790	ACFX	36517	ACFX	59662
ACFX	27791	ACFX	36518	ACFX	59663
ACFX	27792	ACFX	36520	ACFX	59664
ACFX	27793	ACFX	36521	ACFX	59665
ACFX	27794	ACFX	36522	ACFX	59666
ACFX	27795	ACFX	36523	ACFX	59667
ACFX	27796	ACFX	36524	ACFX	59668
ACFX	27798	ACFX	36525	ACFX	59669
ACFX	27799	ACFX	36526	ACFX	59670
ACFX	27801	ACFX	36527	ACFX	59671
ACFX	36472	ACFX	36528	ACFX	59672
ACFX	36473	ACFX	36529	ACFX	59673
ACFX	36474	ACFX	36530	ACFX	59674
ACFX	36475	ACFX	36531	ACFX	59675
ACFX	36476	ACFX	44862	ACFX	59676
ACFX	36477	ACFX	44863	ACFX	59677
ACFX	36478	ACFX	44865	ACFX	59678
ACFX	36479	ACFX	44866	ACFX	75232
ACFX	36480	ACFX	44867	ACFX	75233
ACFX	36481	ACFX	44868	ACFX	75234
ACFX	36482	ACFX	44869	ACFX	75235
ACFX	36483	ACFX	44870	ACFX	75236
ACFX	36484	ACFX	44871	ACFX	75237
ACFX	36485	ACFX	44872	ACFX	75238

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	75239	ACFX	75412	ACFX	75604
ACFX	75240	ACFX	75417	ACFX	75605
ACFX	75241	ACFX	75428	ACFX	75606
ACFX	75242	ACFX	75429	ACFX	75607
ACFX	75243	ACFX	75430	ACFX	75608
ACFX	75244	ACFX	75431	ACFX	75609
ACFX	75245	ACFX	75432	ACFX	75610
ACFX	75246	ACFX	75433	ACFX	75611
ACFX	75247	ACFX	75434	ACFX	75612
ACFX	75248	ACFX	75435	ACFX	75613
ACFX	75249	ACFX	75436	ACFX	75614
ACFX	75250	ACFX	75437	ACFX	75615
ACFX	75252	ACFX	75438	ACFX	75616
ACFX	75253	ACFX	75439	ACFX	75617
ACFX	75254	ACFX	75440	ACFX	75618
ACFX	75255	ACFX	75441	ACFX	75619
ACFX	75257	ACFX	75442	ACFX	75620
ACFX	75258	ACFX	75443	ACFX	75621
ACFX	75259	ACFX	75444	ACFX	75622
ACFX	75260	ACFX	75445	ACFX	75623
ACFX	75261	ACFX	75446	ACFX	75624
ACFX	75271	ACFX	75447	ACFX	75630
ACFX	75272	ACFX	75448	ACFX	75632
ACFX	75273	ACFX	75449	ACFX	75637
ACFX	75274	ACFX	75450	ACFX	75638
ACFX	75275	ACFX	75451	ACFX	75639
ACFX	75276	ACFX	75452	ACFX	75643
ACFX	75277	ACFX	75453	ACFX	75644
ACFX	75278	ACFX	75454	ACFX	75645
ACFX	75279	ACFX	75455	ACFX	75646
ACFX	75281	ACFX	75456	ACFX	75647
ACFX	75282	ACFX	75457	ACFX	75648
ACFX	75283	ACFX	75458	ACFX	75649
ACFX	75284	ACFX	75459	ACFX	75650
ACFX	75286	ACFX	75460	ACFX	75651
ACFX	75287	ACFX	75461	ACFX	75652
ACFX	75288	ACFX	75462	ACFX	75653
ACFX	75289	ACFX	75463	ACFX	75654
ACFX	75290	ACFX	75464	ACFX	75655
ACFX	75291	ACFX	75466	ACFX	75656
ACFX	75292	ACFX	75594	ACFX	75657
ACFX	75293	ACFX	75595	ACFX	75658
ACFX	75294	ACFX	75596	ACFX	75659
ACFX	75297	ACFX	75597	ACFX	75660
ACFX	75298	ACFX	75598	ACFX	75661
ACFX	75392	ACFX	75599	ACFX	75662
ACFX	75393	ACFX	75600	ACFX	75663
ACFX	75394	ACFX	75601	ACFX	75664
ACFX	75395	ACFX	75602	ACFX	75665
ACFX	75399	ACFX	75603	ACFX	75666

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	75667				
ACFX	75668				
ACFX	75669				
ACFX	75670				
ACFX	75672				
ACFX	75673				
ACFX	75674				
ACFX	75675				
ACFX	75676				
ACFX	75677				
ACFX	75678				
ACFX	75679				
ACFX	75680				
ACFX	75682				
ACFX	75683				
ACFX	75684				
ACFX	75685				
ACFX	75686				
ACFX	75687				
ACFX	75688				
ACFX	75689				
ACFX	75690				
ACFX	75691				
ACFX	75693				
ACFX	75694				
ACFX	75695				
ACFX	75696				
ACFX	75697				
ACFX	75698				
ACFX	75699				
ACFX	75700				
ACFX	75701				
ACFX	75767				
ACFX	75768				
ACFX	75769				
ACFX	75770				
ACFX	75771				
ACFX	75772				
ACFX	75813				
ACFX	75814				
ACFX	79745				
ACFX	79747				
ACFX	79749				
ACFX	79751				
ACFX	79753				
ACFX	79755				
ACFX	79759				
ACFX	79764				
ACFX	99370				

349 Cars