

RECEIVED 18238-B
SEP 27 1993 - 1 10 PM
INTERSTATE COMMERCE COMMISSION

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

ALVORD AND ALVORD
ATTORNEYS AT LAW
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RECEIVED 18238-C
SEP 27 1993 - 1 10 PM
INTERSTATE COMMERCE COMMISSION

OF COUNSEL
URBAN A. LESTER

3-270A078

September 27, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

18238-B
.C

RECEIVED
OFFICE OF THE
SECRETARY
SEP 27 1 05 PM '93
LICENSING BRANCH

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies of a Bill of Sale and an Assignment and Assumption Agreement, both dated as of September 27, 1993, both secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Security Agreement-Trust Deed, dated as of May 20, 1993, as amended, which was duly filed with the Commission under Recordation Number 18238.

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

Bill of Sale

Seller: ACF Industries, Incorporated
3301 Rider Trail South
Earth City Missouri 63045

Assignment and Assumption Agreement

Seller: ACF Industries, Incorporated
3301 Rider Trail South
Earth City Missouri 63045

Buyer: American Car Line II Company
3301 Rider Trail South
Earth City Missouri 63045

Handwritten notes:
Strickland
Counterparts-

Mr. Sidney L. Strickland, Jr.
September 27, 1993
Page 2

A description of the railroad equipment covered by the enclosed document
is:

203 special purpose covered hopper and tank railcars as identified on
Schedule 1 to the Bill of Sale.

Also enclosed is a check in the amount of \$32.00 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 black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

9/27/93

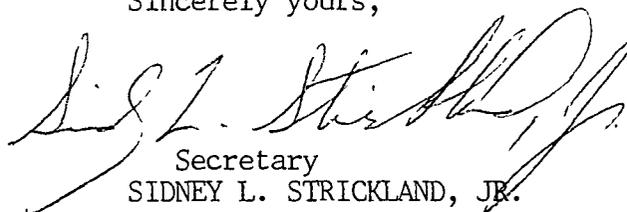
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW
Ste. 200
Washington, DC. 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/27/93 at 1:10PM, and assigned recordation number(s). 18238-B and 18238-C.

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18238-B

BILL OF SALE

SEP 27 1993 - 1 10 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL PERSONS BY THESE PRESENTS:

That ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Seller"), for good and valuable consideration, the receipt of which is hereby acknowledged, does as of this 27th day of September, 1993, hereby sell, grant, bargain, convey, assign, transfer, deliver and set over to American Car Line II Company, a Delaware corporation (the "Buyer"), all of the Seller's right, title and interest in and to the 203 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 Buyer, its successors and assigns, for its and their use only, forever.

The Seller hereby warrants to the Buyer and its successors and assigns that, at the time of delivery of the Equipment, the Seller had legal title to the Equipment and good and lawful right to sell the Equipment and the Equipment was free and clear of all Liens (as defined in the Asset Purchase Agreement dated as of August 10, 1993 between the Buyer and the Seller). The Seller 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 SELLER TO THE BUYER 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 27th day of September, 1993.

ACF INDUSTRIES, INCORPORATED

By: Munesh Chod

Name:

Title: ASSISTANT TREASURER

SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Each of the 203 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 and summarized below.

ACFX	068925 - 068999
	069000 - 069078
	094961 - 094999
	095000 - 095009

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3	ACFX 068925	ACFX 068926	ACFX 068927	ACFX 068928	ACFX 068929
4	ACFX 068930	ACFX 068931	ACFX 068932	ACFX 068933	ACFX 068934
5	ACFX 068935	ACFX 068936	ACFX 068937	ACFX 068938	ACFX 068939
6	ACFX 068940	ACFX 068941	ACFX 068942	ACFX 068943	ACFX 068944
7	ACFX 068945	ACFX 068946	ACFX 068947	ACFX 068948	ACFX 068949
8	ACFX 068950	ACFX 068951	ACFX 068952	ACFX 068953	ACFX 068954
9	ACFX 068955	ACFX 068956	ACFX 068957	ACFX 068958	ACFX 068959
10	ACFX 068960	ACFX 068961	ACFX 068962	ACFX 068963	ACFX 068964
11	ACFX 068965	ACFX 068966	ACFX 068967	ACFX 068968	ACFX 068969
12	ACFX 068970	ACFX 068971	ACFX 068972	ACFX 068973	ACFX 068974
13	ACFX 068975	ACFX 068976	ACFX 068977	ACFX 068978	ACFX 068979
14	ACFX 068980	ACFX 068981	ACFX 068982	ACFX 068983	ACFX 068984
15	ACFX 068985	ACFX 068986	ACFX 068987	ACFX 068988	ACFX 068989
16	ACFX 068990	ACFX 068991	ACFX 068992	ACFX 068993	ACFX 068994
17	ACFX 068995	ACFX 068996	ACFX 068997	ACFX 068998	ACFX 068999
18	ACFX 069000	ACFX 069001	ACFX 069002	ACFX 069003	ACFX 069004
19	ACFX 069005	ACFX 069006	ACFX 069007	ACFX 069008	ACFX 069009
20	ACFX 069010	ACFX 069011	ACFX 069012	ACFX 069013	ACFX 069014
21	ACFX 069015	ACFX 069016	ACFX 069017	ACFX 069018	ACFX 069019
22	ACFX 069020	ACFX 069021	ACFX 069022	ACFX 069023	ACFX 069024
23	ACFX 069025	ACFX 069026	ACFX 069027	ACFX 069028	ACFX 069029
24	ACFX 069030	ACFX 069031	ACFX 069032	ACFX 069033	ACFX 069034
25	ACFX 069035	ACFX 069036	ACFX 069037	ACFX 069038	ACFX 069039
26	ACFX 069040	ACFX 069041	ACFX 069042	ACFX 069043	ACFX 069044
27	ACFX 069045	ACFX 069046	ACFX 069047	ACFX 069048	ACFX 069049
28	ACFX 069050	ACFX 069051	ACFX 069052	ACFX 069053	ACFX 069054
29	ACFX 069055	ACFX 069056	ACFX 069057	ACFX 069058	ACFX 069059
30	ACFX 069060	ACFX 069061	ACFX 069062	ACFX 069063	ACFX 069064
31	ACFX 069065	ACFX 069066	ACFX 069067	ACFX 069068	ACFX 069069
32	ACFX 069070	ACFX 069071	ACFX 069072	ACFX 069073	ACFX 069074
33	ACFX 069075	ACFX 069076	ACFX 069077	ACFX 069078	ACFX 094961
34	ACFX 094962	ACFX 094963	ACFX 094964	ACFX 094965	ACFX 094966
35	ACFX 094967	ACFX 094968	ACFX 094969	ACFX 094970	ACFX 094971
36	ACFX 094972	ACFX 094973	ACFX 094974	ACFX 094975	ACFX 094976
37	ACFX 094977	ACFX 094978	ACFX 094979	ACFX 094980	ACFX 094981
38	ACFX 094982	ACFX 094983	ACFX 094984	ACFX 094985	ACFX 094986
39	ACFX 094987	ACFX 094988	ACFX 094989	ACFX 094990	ACFX 094991
40	ACFX 094992	ACFX 094993	ACFX 094994	ACFX 094995	ACFX 094996
41	ACFX 094997	ACFX 094998	ACFX 094999	ACFX 095000	ACFX 095001
42	ACFX 095002	ACFX 095003	ACFX 095004	ACFX 095005	ACFX 095006
43	ACFX 095007	ACFX 095008	ACFX 095009		
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203 (over)

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

On this 24th day of September, 1993, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he resides at 2031 Schoettler Valley, Chesterfield, Missouri 63017, and is Assistant Treasurer of ACF Industries, Incorporated, that said instrument was signed and sealed 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

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