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OF COUNSEL
URBAN A. LESTER

September 11, 2000

RECORDATION NO. 21335-S FILED

SEP 29 '00 4-02 PM

SURFACE TRANSPORTATION BOARD

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) copies of the following documents: Bill of Sale and Assignment and Assumption Agreement, both dated as of September 28, 2000, both being secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Security Agreement previously filed with the Board under Recordation Number 21335.

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

Bill of Sale
and
Assignment and Assumption Agreement

Transferor/
Assignor: ACF Industries, Incorporated
620 North Second Street
St. Charles, MO 63301

Transferee/
Assignee: Shippers First LLC
980 Kelly Johnson Drive
Las Vegas, NV 89119

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

1961 railcars within the series ACFX 36086 - ACFX 200492 and SHPX 27388 - SHPX 463590

A short summary of the document to appear in the index follows:

Bill of Sale and Assignment and Assumption Agreement from ACF Industries, Incorporated to Shippers First LLC, covering 1961 railcars within the series ACFX 36086 - ACFX 200492 and SHPX 27388 - SHPX 463590.

Also enclosed is a check in the amount of $26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 21335-S FILED

SEP 29 '00 4-02 PM

SURFACE TRANSPORTATION BOARD

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 SHIPPERS FIRST LLC, a Delaware limited liability company (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 and made a part hereof, together with all accessories, equipment, parts and appurtenances appertaining or attached thereto (the "Equipment").

TO HAVE AND TO HOLD all and singular the Equipment above described to the Transferee, its successors and assigns, 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, good and marketable, legal and beneficial 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 TRANSFEREE IN ST. CHARLES, 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 28 day of September, 2000.

ACF INDUSTRIES, INCORPORATED

By: _____

Name: Robert J. Mitchell

Title: ~~Senior~~ Vice President - Finance

24950 / 2900 / 00501644 / 7/14/00 / 2

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

On this 20 day of September, 2000, before me, personally appeared Robert J.Mitchell to me personally known, who being by me duly sworn, says that he resides in Nassau County, New York, and is Senior Vice President of Finance 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.

Notary Public

INA J. KURCZ
Notary Public, State of New York
No. 02KU5053436
Qualified in New York County
Commission Expires Dec. 18, 20 01

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.

Annex A

Rptg Mark	Car Number	AAR Desg
SHPX	27388	C213
SHPX	27389	C213
SHPX	27390	C213
SHPX	27391	C213
SHPX	27392	C213
SHPX	27393	C213
SHPX	27394	C213
SHPX	27395	C213
SHPX	27396	C213
SHPX	27397	C213
SHPX	27398	C213
SHPX	27399	C213
SHPX	27400	C213
SHPX	27401	C213
SHPX	27402	C213
SHPX	27403	C213
SHPX	27404	C213
SHPX	27405	C213
SHPX	27406	C213
SHPX	27407	C213
SHPX	27408	C213
SHPX	27409	C213
SHPX	27410	C213
SHPX	27411	C213
SHPX	27412	C213
SHPX	27413	C213
SHPX	27414	C213
SHPX	27415	C213
SHPX	27416	C213
SHPX	27417	C213
SHPX	27418	C113
SHPX	27419	C113
SHPX	27420	C113
SHPX	27421	C113
SHPX	27422	C113
SHPX	27423	C113
SHPX	27424	C113
SHPX	27425	C113
SHPX	27426	C113
SHPX	27427	C113
SHPX	27428	C113
SHPX	27429	C113
SHPX	27430	C113
SHPX	27431	C113
SHPX	27432	C113
SHPX	27433	C113
SHPX	27434	C113
SHPX	27435	C113
SHPX	27436	C113
SHPX	27437	C113
SHPX	27438	C113
SHPX	27439	C113
SHPX	27440	C113
ACFX	36086	C214
ACFX	36094	C214
ACFX	36097	C214
ACFX	36101	C214
ACFX	36102	C214
ACFX	36118	C214
ACFX	36544	C214
ACFX	36652	C214
ACFX	36661	C214
ACFX	40958	C214
SHPX	43018	C614
SHPX	43019	C614
SHPX	43020	C614
SHPX	43021	C614
SHPX	43022	C614
SHPX	43023	C614
SHPX	43024	C614
SHPX	43025	C614
SHPX	43026	C614
SHPX	43027	C614
SHPX	43028	C614
SHPX	43029	C614
SHPX	43062	C614
SHPX	43063	C614
SHPX	43064	C614
SHPX	43065	C614
SHPX	43066	C614
SHPX	43068	C614
SHPX	43069	C614
SHPX	43070	C614
SHPX	43071	C614
SHPX	43072	C614
SHPX	43073	C614
SHPX	43074	C614
SHPX	43075	C614
SHPX	43076	C614
SHPX	43077	C614
SHPX	43078	C614
SHPX	43079	C614
SHPX	43080	C614
SHPX	43081	C614
SHPX	43082	C614
SHPX	43083	C614
SHPX	43084	C614
SHPX	43085	C614
SHPX	43086	C614
SHPX	43117	C614
SHPX	43118	C614
SHPX	43119	C614
SHPX	43120	C614
SHPX	43121	C614
SHPX	43122	C614
SHPX	43123	C614
SHPX	43124	C614
SHPX	43125	C614
SHPX	43126	C614
SHPX	43127	C614
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SHPX	43129	C614
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SHPX	43131	C614
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SHPX	43159	C614
SHPX	43160	C614
SHPX	43161	C614
SHPX	43162	C614
SHPX	43163	C614
SHPX	43164	C614
SHPX	43165	C614
SHPX	43166	C614
SHPX	43167	C614
SHPX	43168	C614
SHPX	43169	C614
SHPX	43170	C614

Rptg Mark	Car Number	AAR Desg
SHPX	43171	C614
SHPX	43172	C614
SHPX	43173	C614
SHPX	43174	C614
SHPX	43175	C614
SHPX	43176	C614
SHPX	43177	C614
SHPX	43178	C614
SHPX	43179	C614
SHPX	43180	C614
SHPX	43181	C614
SHPX	43182	C614
SHPX	43183	C614
SHPX	43184	C614
SHPX	43185	C614
SHPX	43186	C614
SHPX	43187	C614
SHPX	43188	C614
SHPX	43189	C614
SHPX	43190	C614
SHPX	43191	C614
SHPX	43192	C614
SHPX	43193	C614
SHPX	43194	C614
SHPX	43195	C614
SHPX	43196	C614
SHPX	43197	C614
SHPX	43198	C614
SHPX	43199	C614
SHPX	43200	C614
SHPX	43201	C614
SHPX	43202	C614
SHPX	43203	C614
SHPX	43204	C614
SHPX	43205	C614
SHPX	43206	C614
SHPX	43207	C614
SHPX	43208	C614
SHPX	43209	C614
SHPX	43210	C614
SHPX	43211	C614
SHPX	43212	C614
SHPX	43213	C614
SHPX	43214	C614
SHPX	43215	C614
SHPX	43216	C614
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SHPX	43279	C614
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SHPX	43306	C614
SHPX	43307	C614
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ACFX	51807	C614
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ACFX	52497	C214
ACFX	53010	C214
ACFX	53023	C214
ACFX	53817	C214
ACFX	54243	C214
ACFX	54417	C214
ACFX	55622	C214

Rptg Mark	Car Number	AAR Desg
ACFX	55646	C214
ACFX	55658	C214
ACFX	55779	C214
ACFX	55888	C214
ACFX	55910	C214
ACFX	55912	C214
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ACFX	56313	C214
ACFX	56329	C214
ACFX	57617	C214
ACFX	57942	C214
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ACFX	57961	C214
ACFX	58136	C214
ACFX	59859	C614
ACFX	59860	C614
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ACFX	64784	C214
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ACFX	98758	C214
ACFX	98760	C214
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ACFX	98780	C214
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ACFX	200484	T104
ACFX	200485	T104
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ACFX	200487	T104
ACFX	200488	T104
ACFX	200489	T104
ACFX	200490	T104
ACFX	200491	T104
ACFX	200492	T104
SHPX	201719	T107
SHPX	201720	T107

Rptg Mark	Car Number	AAR Desg
SHPX	201721	T107
SHPX	201722	T107
SHPX	201723	T107
SHPX	201724	T107
SHPX	201726	T107
SHPX	201727	T107
SHPX	201728	T107
SHPX	201729	T107
SHPX	201730	T107
SHPX	201731	T107
SHPX	201732	T107
SHPX	201733	T107
SHPX	201749	T107
SHPX	201750	T107
SHPX	201753	T107
SHPX	201754	T107
SHPX	201755	T107
SHPX	201758	T107
SHPX	201759	T107
SHPX	201760	T107
SHPX	201761	T107
SHPX	201762	T107
SHPX	201763	T107
SHPX	201764	T107
SHPX	201765	T107
SHPX	201766	T107
SHPX	201767	T107
SHPX	201768	T107
SHPX	201769	T107
SHPX	201770	T107
SHPX	201771	T107
SHPX	201772	T107
SHPX	201773	T107
SHPX	201779	T106
SHPX	201780	T106
SHPX	201781	T106
SHPX	201782	T106
SHPX	201783	T106
SHPX	201784	T106
SHPX	201785	T106
SHPX	201786	T106
SHPX	201787	T106
SHPX	201788	T106
SHPX	201789	T106
SHPX	201790	T106
SHPX	201791	T106
SHPX	201792	T106
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SHPX	201796	T106
SHPX	201797	T106
SHPX	201798	T106
SHPX	201799	T106
SHPX	201800	T106
SHPX	201801	T106
SHPX	201802	T106
SHPX	201803	T106
SHPX	201804	T106
SHPX	201805	T106
SHPX	201806	T106
SHPX	201807	T106
SHPX	201808	T106
SHPX	201809	T106
SHPX	201810	T106
SHPX	201872	T108
SHPX	201873	T108
SHPX	201874	T108
SHPX	201875	T108
SHPX	201876	T108
SHPX	201877	T108
SHPX	201878	T108
SHPX	201879	T108
SHPX	201880	T108
SHPX	201881	T108
SHPX	201882	T108
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SHPX	201896	T108
SHPX	201897	T106
SHPX	201898	T106
SHPX	201899	T106
SHPX	201900	T106
SHPX	201901	T106
SHPX	201902	T106
SHPX	201903	T106
SHPX	201904	T106
SHPX	201905	T106
SHPX	201906	T106
SHPX	201907	T106
SHPX	201908	T106
SHPX	201909	T106
SHPX	201910	T106
SHPX	201911	T106
SHPX	201912	T106
SHPX	201913	T106
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SHPX	201917	T106
SHPX	201918	T106
SHPX	201919	T106
SHPX	201920	T106
SHPX	201921	T106
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SHPX	201923	T106
SHPX	201924	T106
SHPX	201925	T106
SHPX	201926	T106
SHPX	201927	T106
SHPX	201928	T106
SHPX	201929	T106
SHPX	201930	T106
SHPX	201931	T106
SHPX	201932	T106
SHPX	201933	T106
SHPX	201934	T106
SHPX	201935	T106
SHPX	201936	T106
SHPX	201937	T106
SHPX	201938	T106
SHPX	201939	T106
SHPX	201940	T106
SHPX	201941	T106
SHPX	201942	T106
SHPX	201943	T106
SHPX	201944	T106
SHPX	201945	T106
SHPX	201946	T106
SHPX	202141	T105
SHPX	202142	T105
SHPX	202143	T105
SHPX	202144	T105
SHPX	202145	T105
SHPX	202146	T105
SHPX	202147	T105
SHPX	202148	T105
SHPX	202149	T105
SHPX	202150	T105

Rptg Mark	Car Number	AAR Desg
SHPX	202151	T105
SHPX	202152	T105
SHPX	202153	T105
SHPX	202154	T105
SHPX	202155	T105
SHPX	202156	T105
SHPX	202157	T105
SHPX	202158	T105
SHPX	202159	T105
SHPX	202160	T105
SHPX	202161	T105
SHPX	202162	T105
SHPX	202163	T105
SHPX	202164	T105
SHPX	202165	T105
SHPX	202166	T105
SHPX	202167	T105
SHPX	202168	T105
SHPX	202169	T105
SHPX	202170	T105
SHPX	202171	T105
SHPX	202172	T105
SHPX	202173	T105
SHPX	202174	T105
SHPX	202175	T105
SHPX	202176	T105
SHPX	202177	T105
SHPX	202178	T105
SHPX	202179	T105
SHPX	202180	T105
SHPX	202181	T105
SHPX	202182	T105
SHPX	202183	T105
SHPX	202184	T105
SHPX	202185	T105
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SHPX	202300	T105

Rptg Mark	Car Number	AAR Desg
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SHPX	202350	T106

Rptg Mark	Car Number	AAR Desg
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SHPX	202399	T108
SHPX	202400	T108

Rptg Mark	Car Number	AAR Desg
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Rptg Mark	Car Number	AAR Desg
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Rptg Mark	Car Number	AAR Desg
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Rptg Mark	Car Number	AAR Desg
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Rptg Mark	Car Number	AAR Desg
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Rptg Mark	Car Number	AAR Desg
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Rptg Mark	Car Number	AAR Desg
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Rptg Mark	Car Number	AAR Desg
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SHPX	463586	C214
SHPX	463587	C214
SHPX	463588	C214
SHPX	463589	C214
SHPX	463590	C214

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Rptg Mark	Car Number	AAR Desg

Rptg Mark	Car Number	AAR Desg