RECORDATION NO. 23128-D FILED

SEP 29 '00 4-14 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
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WASHINGTON, D.C.
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 28, 2000

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 two (2) copies of an Bill of Sale, dated as of September 28, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The railcars here transferred to Shippers Second LLC are contemporaneously being transferred by that entity to Shippers Third LLC, wherein they will be subject to the Memorandum of Indenture previously filed with the Board under Recordation Number 23128.

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

Transferor: ACF Acceptance LLC
620 North Second Street
St. Charles, Missouri 63301

Transferee: Shippers Second LLC
620 North Second Street
St. Charles, Missouri 63301

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

Five hundred and ninety five (595) railcars including OLNX 51000 – OLNX 51054 inclusive, ECUX 87481 – ECUX 87680 inclusive, and SHPX 463201- SHPX 463540 inclusive.

A short summary of the railroad equipment covered by the enclosed document is:

Bill of Sale, dated as of September 28, 2000 between ACF Acceptance LLC, Transferor, and Shippers Second LLC, Transferee covering five hundred and ninety five (595) railcars including OLNX 51000 – OLNX 51054 inclusive, ECUX 87481 – ECUX 87680 inclusive, and SHPX 463201- SHPX 463540 inclusive.

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 one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bjg
Enclosures

RECORDATION NO. 23128-D FILED

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SURFACE TRANSPORTATION BOARD

Bill of Sale

KNOW ALL PERSONS BY THESE PRESENTS:

That ACF ACCEPTANCE LLC , a limited liability company organized under the laws of the State of Delaware (the "Transferor"), for good and valuable consideration, the receipt of which is hereby acknowledged, does on this 28 day of September, 2000, hereby grant, bargain, convey, assign, transfer, deliver and set over to SHIPPERS SECOND LLC, a limited liability company organized under the laws of the State of Delaware (the "Transferee"), all of the Transferor's right, title and interest in and to the 595 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, at the time of delivery of the Equipment, the Transferor 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 Contribution Agreement dated as of September 28, 2000 between the Transferee and the Transferor (the "Contribution Agreement")). 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 WITHOUT REFERENCE TO NEW YORK'S CONFLICT OF LAWS PRINCIPLES.

IN WITNESS WHEREOF, ACF ACCEPTANCE LLC has caused this instrument to be executed by its duly authorized representative this _____ day of September, 2000.

ACF ACCEPTANCE LLC
By: ACF Industries, Incorporated
Its: Managing Member

By: _____
Name:
Title:

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

I, Umesh Choksi, being duly sworn, do hereby certify that the attached Bill of Sale dated as of September __, 2000 from ACF Acceptance LLC to Shippers Second LLC is a true and complete copy of the original thereof.

[Name]

Subscribed and sworn to before me this 25th day of September, 2000.

Notary Public

MARK A. CRINNION
MY COMMISSION EXPIRES 06-06-2003
NOTARY SEAL
NOTARY PUBLIC
COUNTY OF ST. LOUIS
STATE OF MISSOURI

[TPW: NY05:7046052.5] 18904-00001 09/19/00 08:59PM

SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Each of the 595 covered hopper and tank railcars with the car numbers and Association of American Railroads designation numbers set forth on Annex A hereto.

Rptg Mark	Car Number	Type	AAR Desg
OLNX	51000	H	C714
OLNX	51001	H	C714
OLNX	51002	H	C714
OLNX	51003	H	C714
OLNX	51004	H	C714
OLNX	51005	H	C714
OLNX	51006	H	C714
OLNX	51007	H	C714
OLNX	51008	H	C714
OLNX	51009	H	C714
OLNX	51010	H	C714
OLNX	51011	H	C714
OLNX	51012	H	C714
OLNX	51013	H	C714
OLNX	51014	H	C714
OLNX	51015	H	C714
OLNX	51016	H	C714
OLNX	51017	H	C714
OLNX	51018	H	C714
OLNX	51019	H	C714
OLNX	51020	H	C714
OLNX	51021	H	C714
OLNX	51022	H	C714
OLNX	51023	H	C714
OLNX	51024	H	C714
OLNX	51025	H	C714
OLNX	51026	H	C714
OLNX	51027	H	C714
OLNX	51028	H	C714
OLNX	51029	H	C714
OLNX	51030	H	C714
OLNX	51031	H	C714
OLNX	51032	H	C714
OLNX	51033	H	C714
OLNX	51034	H	C714
OLNX	51035	H	C714
OLNX	51036	H	C714
OLNX	51037	H	C714
OLNX	51038	H	C714
OLNX	51039	H	C714
OLNX	51040	H	C714
OLNX	51041	H	C714
OLNX	51042	H	C714
OLNX	51043	H	C714
OLNX	51044	H	C714
OLNX	51045	H	C714
OLNX	51046	H	C714
OLNX	51047	H	C714
OLNX	51048	H	C714
OLNX	51049	H	C714

Rptg Mark	Car Number	Type	AAR Desg
SHPX	463444	H	C214
SHPX	463445	H	C214
SHPX	463446	H	C214
SHPX	463447	H	C214
SHPX	463448	H	C214
SHPX	463449	H	C214
SHPX	463450	H	C214
SHPX	463451	H	C214
SHPX	463452	H	C214
SHPX	463453	H	C214
SHPX	463454	H	C214
SHPX	463455	H	C214
SHPX	463456	H	C214
SHPX	463457	H	C214
SHPX	463458	H	C214
SHPX	463459	H	C214
SHPX	463460	H	C214
SHPX	463461	H	C214
SHPX	463462	H	C214
SHPX	463463	H	C214
SHPX	463464	H	C214
SHPX	463465	H	C214
SHPX	463466	H	C214
SHPX	463467	H	C214
SHPX	463468	H	C214
SHPX	463469	H	C214
SHPX	463470	H	C214
SHPX	463471	H	C214
SHPX	463472	H	C214
SHPX	463473	H	C214
SHPX	463474	H	C214
SHPX	463475	H	C214
SHPX	463476	H	C214
SHPX	463477	H	C214
SHPX	463478	H	C214
SHPX	463479	H	C214
SHPX	463480	H	C214
SHPX	463481	H	C214
SHPX	463482	H	C214
SHPX	463483	H	C214
SHPX	463484	H	C214
SHPX	463485	H	C214
SHPX	463486	H	C214
SHPX	463487	H	C214
SHPX	463488	H	C214
SHPX	463489	H	C214
SHPX	463490	H	C214
SHPX	463491	H	C214
SHPX	463492	H	C214
SHPX	463493	H	C214

Rptg Mark	Car Number	Type	AAR Desg
OLNX	51050	H	C714
OLNX	51051	H	C714
OLNX	51052	H	C714
OLNX	51053	H	C714
OLNX	51054	H	C714
SHPX	463201	H	C214
SHPX	463202	H	C214
SHPX	463203	H	C214
SHPX	463204	H	C214
SHPX	463205	H	C214
SHPX	463206	H	C214
SHPX	463207	H	C214
SHPX	463208	H	C214
SHPX	463209	H	C214
SHPX	463210	H	C214
SHPX	463211	H	C214
SHPX	463212	H	C214
SHPX	463213	H	C214
SHPX	463214	H	C214
SHPX	463215	H	C214
SHPX	463216	H	C214
SHPX	463217	H	C214
SHPX	463218	H	C214
SHPX	463219	H	C214
SHPX	463220	H	C214
SHPX	463221	H	C214
SHPX	463222	H	C214
SHPX	463223	H	C214
SHPX	463224	H	C214
SHPX	463225	H	C214
SHPX	463226	H	C214
SHPX	463227	H	C214
SHPX	463228	H	C214
SHPX	463229	H	C214
SHPX	463230	H	C214
SHPX	463231	H	C214
SHPX	463232	H	C214
SHPX	463233	H	C214
SHPX	463234	H	C214
SHPX	463235	H	C214
SHPX	463236	H	C214
SHPX	463237	H	C214
SHPX	463238	H	C214
SHPX	463239	H	C214
SHPX	463240	H	C214
SHPX	463241	H	C214
SHPX	463242	H	C214
SHPX	463243	H	C214
SHPX	463244	H	C214
SHPX	463245	H	C214

Rptg Mark	Car Number	Type	AAR Desg
SHPX	463494	H	C214
SHPX	463495	H	C214
SHPX	463496	H	C214
SHPX	463497	H	C214
SHPX	463498	H	C214
SHPX	463499	H	C214
SHPX	463500	H	C214
SHPX	463501	H	C214
SHPX	463502	H	C214
SHPX	463503	H	C214
SHPX	463504	H	C214
SHPX	463505	H	C214
SHPX	463506	H	C214
SHPX	463507	H	C214
SHPX	463508	H	C214
SHPX	463509	H	C214
SHPX	463510	H	C214
SHPX	463511	H	C214
SHPX	463512	H	C214
SHPX	463513	H	C214
SHPX	463514	H	C214
SHPX	463515	H	C214
SHPX	463516	H	C214
SHPX	463517	H	C214
SHPX	463518	H	C214
SHPX	463519	H	C214
SHPX	463520	H	C214
SHPX	463521	H	C214
SHPX	463522	H	C214
SHPX	463523	H	C214
SHPX	463524	H	C214
SHPX	463525	H	C214
SHPX	463526	H	C214
SHPX	463527	H	C214
SHPX	463528	H	C214
SHPX	463529	H	C214
SHPX	463530	H	C214
SHPX	463531	H	C214
SHPX	463532	H	C214
SHPX	463533	H	C214
SHPX	463534	H	C214
SHPX	463535	H	C214
SHPX	463536	H	C214
SHPX	463537	H	C214
SHPX	463538	H	C214
SHPX	463539	H	C214
SHPX	463540	H	C214
ECUX	887481	H	C214
ECUX	887482	H	C214
ECUX	887483	H	C214

Rptg Mark	Car Number	Type	AAR Desg
SHPX	463246	H	C214
SHPX	463247	H	C214
SHPX	463248	H	C214
SHPX	463249	H	C214
SHPX	463250	H	C214
SHPX	463251	H	C214
SHPX	463252	H	C214
SHPX	463253	H	C214
SHPX	463254	H	C214
SHPX	463255	H	C214
SHPX	463256	H	C214
SHPX	463257	H	C214
SHPX	463258	H	C214
SHPX	463259	H	C214
SHPX	463260	H	C214
SHPX	463261	H	C214
SHPX	463262	H	C214
SHPX	463263	H	C214
SHPX	463264	H	C214
SHPX	463265	H	C214
SHPX	463266	H	C214
SHPX	463267	H	C214
SHPX	463268	H	C214
SHPX	463269	H	C214
SHPX	463270	H	C214
SHPX	463271	H	C214
SHPX	463272	H	C214
SHPX	463273	H	C214
SHPX	463274	H	C214
SHPX	463275	H	C214
SHPX	463276	H	C214
SHPX	463277	H	C214
SHPX	463278	H	C214
SHPX	463279	H	C214
SHPX	463280	H	C214
SHPX	463281	H	C214
SHPX	463282	H	C214
SHPX	463283	H	C214
SHPX	463284	H	C214
SHPX	463285	H	C214
SHPX	463286	H	C214
SHPX	463287	H	C214
SHPX	463288	H	C214
SHPX	463289	H	C214
SHPX	463290	H	C214
SHPX	463291	H	C214
SHPX	463292	H	C214
SHPX	463293	H	C214
SHPX	463294	H	C214
SHPX	463295	H	C214

Rptg Mark	Car Number	Type	AAR Desg
ECUX	887484	H	C214
ECUX	887485	H	C214
ECUX	887486	H	C214
ECUX	887487	H	C214
ECUX	887488	H	C214
ECUX	887489	H	C214
ECUX	887490	H	C214
ECUX	887491	H	C214
ECUX	887492	H	C214
ECUX	887493	H	C214
ECUX	887494	H	C214
ECUX	887495	H	C214
ECUX	887496	H	C214
ECUX	887497	H	C214
ECUX	887498	H	C214
ECUX	887499	H	C214
ECUX	887500	H	C214
ECUX	887501	H	C214
ECUX	887502	H	C214
ECUX	887503	H	C214
ECUX	887504	H	C214
ECUX	887505	H	C214
ECUX	887506	H	C214
ECUX	887507	H	C214
ECUX	887508	H	C214
ECUX	887509	H	C214
ECUX	887510	H	C214
ECUX	887511	H	C214
ECUX	887512	H	C214
ECUX	887513	H	C214
ECUX	887514	H	C214
ECUX	887515	H	C214
ECUX	887516	H	C214
ECUX	887517	H	C214
ECUX	887518	H	C214
ECUX	887519	H	C214
ECUX	887520	H	C214
ECUX	887521	H	C214
ECUX	887522	H	C214
ECUX	887523	H	C214
ECUX	887524	H	C214
ECUX	887525	H	C214
ECUX	887526	H	C214
ECUX	887527	H	C214
ECUX	887528	H	C214
ECUX	887529	H	C214
ECUX	887530	H	C214
ECUX	887531	H	C214
ECUX	887532	H	C214
ECUX	887533	H	C214

Rptg Mark	Car Number	Type	AAR Desg
SHPX	463296	H	C214
SHPX	463297	H	C214
SHPX	463298	H	C214
SHPX	463299	H	C214
SHPX	463300	H	C214
SHPX	463301	H	C214
SHPX	463302	H	C214
SHPX	463303	H	C214
SHPX	463304	H	C214
SHPX	463305	H	C214
SHPX	463306	H	C214
SHPX	463307	H	C214
SHPX	463308	H	C214
SHPX	463309	H	C214
SHPX	463310	H	C214
SHPX	463311	H	C214
SHPX	463312	H	C214
SHPX	463313	H	C214
SHPX	463314	H	C214
SHPX	463315	H	C214
SHPX	463316	H	C214
SHPX	463317	H	C214
SHPX	463318	H	C214
SHPX	463319	H	C214
SHPX	463320	H	C214
SHPX	463321	H	C214
SHPX	463322	H	C214
SHPX	463323	H	C214
SHPX	463324	H	C214
SHPX	463325	H	C214
SHPX	463326	H	C214
SHPX	463327	H	C214
SHPX	463328	H	C214
SHPX	463329	H	C214
SHPX	463330	H	C214
SHPX	463331	H	C214
SHPX	463332	H	C214
SHPX	463333	H	C214
SHPX	463334	H	C214
SHPX	463335	H	C214
SHPX	463336	H	C214
SHPX	463337	H	C214
SHPX	463338	H	C214
SHPX	463339	H	C214
SHPX	463340	H	C214
SHPX	463341	H	C214
SHPX	463342	H	C214
SHPX	463343	H	C214
SHPX	463344	H	C214
SHPX	463345	H	C214

Rptg Mark	Car Number	Type	AAR Desg
ECUX	887534	H	C214
ECUX	887535	H	C214
ECUX	887536	H	C214
ECUX	887537	H	C214
ECUX	887538	H	C214
ECUX	887539	H	C214
ECUX	887540	H	C214
ECUX	887541	H	C214
ECUX	887542	H	C214
ECUX	887543	H	C214
ECUX	887544	H	C214
ECUX	887545	H	C214
ECUX	887546	H	C214
ECUX	887547	H	C214
ECUX	887548	H	C214
ECUX	887549	H	C214
ECUX	887550	H	C214
ECUX	887551	H	C214
ECUX	887552	H	C214
ECUX	887553	H	C214
ECUX	887554	H	C214
ECUX	887555	H	C214
ECUX	887556	H	C214
ECUX	887557	H	C214
ECUX	887558	H	C214
ECUX	887559	H	C214
ECUX	887560	H	C214
ECUX	887561	H	C214
ECUX	887562	H	C214
ECUX	887563	H	C214
ECUX	887564	H	C214
ECUX	887565	H	C214
ECUX	887566	H	C214
ECUX	887567	H	C214
ECUX	887568	H	C214
ECUX	887569	H	C214
ECUX	887570	H	C214
ECUX	887571	H	C214
ECUX	887572	H	C214
ECUX	887573	H	C214
ECUX	887574	H	C214
ECUX	887575	H	C214
ECUX	887576	H	C214
ECUX	887577	H	C214
ECUX	887578	H	C214
ECUX	887579	H	C214
ECUX	887580	H	C214
ECUX	887581	H	C214
ECUX	887582	H	C214
ECUX	887583	H	C214

Rptg Mark	Car Number	Type	AAR Desg
SHPX	463346	H	C214
SHPX	463347	H	C214
SHPX	463348	H	C214
SHPX	463349	H	C214
SHPX	463350	H	C214
SHPX	463351	H	C214
SHPX	463352	H	C214
SHPX	463353	H	C214
SHPX	463354	H	C214
SHPX	463355	H	C214
SHPX	463356	H	C214
SHPX	463357	H	C214
SHPX	463358	H	C214
SHPX	463359	H	C214
SHPX	463360	H	C214
SHPX	463361	H	C214
SHPX	463362	H	C214
SHPX	463363	H	C214
SHPX	463364	H	C214
SHPX	463365	H	C214
SHPX	463366	H	C214
SHPX	463367	H	C214
SHPX	463368	H	C214
SHPX	463369	H	C214
SHPX	463370	H	C214
SHPX	463371	H	C214
SHPX	463372	H	C214
SHPX	463373	H	C214
SHPX	463374	H	C214
SHPX	463375	H	C214
SHPX	463376	H	C214
SHPX	463377	H	C214
SHPX	463378	H	C214
SHPX	463379	H	C214
SHPX	463380	H	C214
SHPX	463381	H	C214
SHPX	463382	H	C214
SHPX	463383	H	C214
SHPX	463384	H	C214
SHPX	463385	H	C214
SHPX	463386	H	C214
SHPX	463387	H	C214
SHPX	463388	H	C214
SHPX	463389	H	C214
SHPX	463390	H	C214
SHPX	463391	H	C214
SHPX	463392	H	C214
SHPX	463393	H	C214
SHPX	463394	H	C214
SHPX	463395	H	C214

Rptg Mark	Car Number	Type	AAR Desg
ECUX	887584	H	C214
ECUX	887585	H	C214
ECUX	887586	H	C214
ECUX	887587	H	C214
ECUX	887588	H	C214
ECUX	887589	H	C214
ECUX	887590	H	C214
ECUX	887591	H	C214
ECUX	887592	H	C214
ECUX	887593	H	C214
ECUX	887594	H	C214
ECUX	887595	H	C214
ECUX	887596	H	C214
ECUX	887597	H	C214
ECUX	887598	H	C214
ECUX	887599	H	C214
ECUX	887600	H	C214
ECUX	887601	H	C214
ECUX	887602	H	C214
ECUX	887603	H	C214
ECUX	887604	H	C214
ECUX	887605	H	C214
ECUX	887606	H	C214
ECUX	887607	H	C214
ECUX	887608	H	C214
ECUX	887609	H	C214
ECUX	887610	H	C214
ECUX	887611	H	C214
ECUX	887612	H	C214
ECUX	887613	H	C214
ECUX	887614	H	C214
ECUX	887615	H	C214
ECUX	887616	H	C214
ECUX	887617	H	C214
ECUX	887618	H	C214
ECUX	887619	H	C214
ECUX	887620	H	C214
ECUX	887621	H	C214
ECUX	887622	H	C214
ECUX	887623	H	C214
ECUX	887624	H	C214
ECUX	887625	H	C214
ECUX	887626	H	C214
ECUX	887627	H	C214
ECUX	887628	H	C214
ECUX	887629	H	C214
ECUX	887630	H	C214
ECUX	887631	H	C214
ECUX	887632	H	C214
ECUX	887633	H	C214

Rptg Mark	Car Number	Type	AAR Desg
SHPX	463396	H	C214
SHPX	463397	H	C214
SHPX	463398	H	C214
SHPX	463399	H	C214
SHPX	463400	H	C214
SHPX	463401	H	C214
SHPX	463402	H	C214
SHPX	463403	H	C214
SHPX	463404	H	C214
SHPX	463405	H	C214
SHPX	463406	H	C214
SHPX	463407	H	C214
SHPX	463408	H	C214
SHPX	463409	H	C214
SHPX	463410	H	C214
SHPX	463411	H	C214
SHPX	463412	H	C214
SHPX	463413	H	C214
SHPX	463414	H	C214
SHPX	463415	H	C214
SHPX	463416	H	C214
SHPX	463417	H	C214
SHPX	463418	H	C214
SHPX	463419	H	C214
SHPX	463420	H	C214
SHPX	463421	H	C214
SHPX	463422	H	C214
SHPX	463423	H	C214
SHPX	463424	H	C214
SHPX	463425	H	C214
SHPX	463426	H	C214
SHPX	463427	H	C214
SHPX	463428	H	C214
SHPX	463429	H	C214
SHPX	463430	H	C214
SHPX	463431	H	C214
SHPX	463432	H	C214
SHPX	463433	H	C214
SHPX	463434	H	C214
SHPX	463435	H	C214
SHPX	463436	H	C214
SHPX	463437	H	C214
SHPX	463438	H	C214
SHPX	463439	H	C214
SHPX	463440	H	C214
SHPX	463441	H	C214
SHPX	463442	H	C214
SHPX	463443	H	C214

Rptg Mark	Car Number	Type	AAR Desg
ECUX	887634	H	C214
ECUX	887635	H	C214
ECUX	887636	H	C214
ECUX	887637	H	C214
ECUX	887638	H	C214
ECUX	887639	H	C214
ECUX	887640	H	C214
ECUX	887641	H	C214
ECUX	887642	H	C214
ECUX	887643	H	C214
ECUX	887644	H	C214
ECUX	887645	H	C214
ECUX	887646	H	C214
ECUX	887647	H	C214
ECUX	887648	H	C214
ECUX	887649	H	C214
ECUX	887650	H	C214
ECUX	887651	H	C214
ECUX	887652	H	C214
ECUX	887653	H	C214
ECUX	887654	H	C214
ECUX	887655	H	C214
ECUX	887656	H	C214
ECUX	887657	H	C214
ECUX	887658	H	C214
ECUX	887659	H	C214
ECUX	887660	H	C214
ECUX	887661	H	C214
ECUX	887662	H	C214
ECUX	887663	H	C214
ECUX	887664	H	C214
ECUX	887665	H	C214
ECUX	887666	H	C214
ECUX	887667	H	C214
ECUX	887668	H	C214
ECUX	887669	H	C214
ECUX	887670	H	C214
ECUX	887671	H	C214
ECUX	887672	H	C214
ECUX	887673	H	C214
ECUX	887674	H	C214
ECUX	887675	H	C214
ECUX	887676	H	C214
ECUX	887677	H	C214
ECUX	887678	H	C214
ECUX	887679	H	C214
ECUX	887680	H	C214

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