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RECORDATION NO. 23128-M FILED

OCT 29 '04 7-34 AM

SURFACE TRANSPORTATION BOARD

October 29, 2004

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 a Bill of Sale, dated as of October 29, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates 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 Industries, LLC
620 North Second Street
St. Charles, Missouri 63301

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

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

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
28	ADM TRANSPORTATION CO.	77310010	SHPX	450001
28	ADM TRANSPORTATION CO.	77310010	SHPX	450002
28	ADM TRANSPORTATION CO.	77310010	SHPX	450003
28	ADM TRANSPORTATION CO.	77310010	SHPX	450004
28	ADM TRANSPORTATION CO.	77310010	SHPX	450005
28	ADM TRANSPORTATION CO.	77310010	SHPX	450006
28	ADM TRANSPORTATION CO.	77310010	SHPX	450007
28	ADM TRANSPORTATION CO.	77310010	SHPX	450008
28	ADM TRANSPORTATION CO.	77310010	SHPX	450009
28	ADM TRANSPORTATION CO.	77310010	SHPX	450010
28	ADM TRANSPORTATION CO.	77310010	SHPX	450011
230	GRAIN PROCESSING CORP	7981	SHPX	43980
230	GRAIN PROCESSING CORP	7981	SHPX	43981
230	GRAIN PROCESSING CORP	7981	SHPX	43982
230	GRAIN PROCESSING CORP	7981	SHPX	43983
230	GRAIN PROCESSING CORP	7981	SHPX	43984
230	GRAIN PROCESSING CORP	7981	SHPX	43985
230	GRAIN PROCESSING CORP	7981	SHPX	43986
230	GRAIN PROCESSING CORP	7981	SHPX	43987
230	GRAIN PROCESSING CORP	7981	SHPX	43988
230	GRAIN PROCESSING CORP	7981	SHPX	43989
230	GRAIN PROCESSING CORP	7981	SHPX	43990
230	GRAIN PROCESSING CORP	7981	SHPX	43991
230	GRAIN PROCESSING CORP	7981	SHPX	43992
230	GRAIN PROCESSING CORP	7981	SHPX	43993
230	GRAIN PROCESSING CORP	7981	SHPX	43994
230	GRAIN PROCESSING CORP	7981	SHPX	43995
230	GRAIN PROCESSING CORP	7981	SHPX	43996
230	GRAIN PROCESSING CORP	7981	SHPX	43997
230	GRAIN PROCESSING CORP	7981	SHPX	43998
230	GRAIN PROCESSING CORP	7981	SHPX	450012
230	GRAIN PROCESSING CORP	7981	SHPX	450013
230	GRAIN PROCESSING CORP	7981	SHPX	450014
230	GRAIN PROCESSING CORP	7981	SHPX	450015
230	GRAIN PROCESSING CORP	7981	SHPX	450016
230	GRAIN PROCESSING CORP	7981	SHPX	450017
230	GRAIN PROCESSING CORP	7981	SHPX	450018
230	GRAIN PROCESSING CORP	7981	SHPX	450019
230	GRAIN PROCESSING CORP	7981	SHPX	450020
230	GRAIN PROCESSING CORP	7981	SHPX	450021
230	GRAIN PROCESSING CORP	7981	SHPX	450022
235	PETROMONT INC.	7970	SHPX	221566
235	PETROMONT INC.	7970	SHPX	221567
235	PETROMONT INC.	7970	SHPX	221568
235	PETROMONT INC.	7970	SHPX	221569
235	PETROMONT INC.	7970	SHPX	221570
235	PETROMONT INC.	7970	SHPX	221571
235	PETROMONT INC.	7970	SHPX	221572

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
235	PETROMONT INC.	7970	SHPX	221573
235	PETROMONT INC.	7970	SHPX	221574
235	PETROMONT INC.	7970	SHPX	221575
323	LUBRIZOL CORPORATION TH	8009	SHPX	450027
323	LUBRIZOL CORPORATION TH	8009	SHPX	450028
323	LUBRIZOL CORPORATION TH	8009	SHPX	450029
323	LUBRIZOL CORPORATION TH	8009	SHPX	450030
323	LUBRIZOL CORPORATION TH	8009	SHPX	450031
1258	EQUISTAR CHEMICALS, LP	53470084	ACFX	220420
1258	EQUISTAR CHEMICALS, LP	53470084	ACFX	220427
1258	EQUISTAR CHEMICALS, LP	53470084	ACFX	220430
1258	EQUISTAR CHEMICALS, LP	53470084	ACFX	220435
1258	EQUISTAR CHEMICALS, LP	53470084	ACFX	220441
1258	EQUISTAR CHEMICALS, LP	53470084	ACFX	220447
1258	EQUISTAR CHEMICALS, LP	53470084	ACFX	220456
1258	EQUISTAR CHEMICALS, LP	53470084	ACFX	220458
1258	EQUISTAR CHEMICALS, LP	53470084	ACFX	220471
1258	EQUISTAR CHEMICALS, LP	53470084	ACFX	220479
1372	LUZENAC AMERICA, INC.	8030	SHPX	450051
1372	LUZENAC AMERICA, INC.	8030	SHPX	450052
1372	LUZENAC AMERICA, INC.	8030	SHPX	450053
1372	LUZENAC AMERICA, INC.	8030	SHPX	450054
1658	WESTERN LIME CORPORATIO	7875	SHPX	43843
1659	ERCO WORLDWIDE	78860002	SHPX	205994
1659	ERCO WORLDWIDE	78860002	SHPX	205995
1659	ERCO WORLDWIDE	78860002	SHPX	205996
1659	ERCO WORLDWIDE	78860002	SHPX	205997
1659	ERCO WORLDWIDE	78860002	SHPX	205998

76 Cars