RECORDATION NO. 23128-T FILED

OCT 29 '04 12-43 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

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

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

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

244 railcars bearing SHPX and ACFX reporting marks and road numbers as set forth in Annex A to the document.

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

Bill of Sale

Also enclosed is a check in the amount of $30.00 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/anm
Enclosures

RECORDATION NO. 23128-T FILED

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SURFACE TRANSPORTATION BOARD

BILL OF SALE

dated as of October 29, 2004

KNOW ALL PERSONS BY THESE PRESENTS:

That SHIPPERS SECOND LLC, a Delaware limited liability company (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 ACF INDUSTRIES LLC, a Delaware limited liability company (the "Transferee"), all of the Transferor's right, title and interest in and to the special purpose 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").

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 items of Equipment, the Transferor will have, good and marketable, legal and beneficial title to the items of Equipment and good and lawful right to sell the items of Equipment and at the time of delivery, the items of Equipment will be free and clear of all liens, mortgage, deed of trust, pledge, claim, equity interest, participation agreement, security interest or other charge or encumbrance of any kind and interest of a vendor or a lessor under a conditional sale agreement, capital lease or title retention agreement (all of the foregoing "Liens") except the Liens being released contemporaneously with such delivery and transfer or certain immaterial Permitted Liens. The Transferor hereby covenants to defend title to the items of Equipment against demands of all persons whomever based on claims originating prior to the delivery of the items of Equipment.

To the extent the sale of Equipment hereunder is characterized as a loan from the Transferee to the Transferor, then the conveyance by the Transferor shall be deemed to be a grant by the Transferor to the Transferee of a security interest in all of the Equipment and Transferor does hereby grant to the Transferee a security interest in all of the Equipment.

"Permitted Liens" means (a) Liens for taxes, assessments or governmental charges or levies which are not yet assessed or, if assessed, not yet due or contested in good faith by appropriate proceedings so long as such forfeiture or loss, of Equipment, (b) mechanics' materialmen's, suppliers', warehousemen's, operation of law in the ordinary course of business for which payment is not overdue or the payment of which is being contested in good faith by appropriate proceedings, so long as such forfeiture or loss, of Equipment, and (c) Liens arising out of judgments or awards against the Transferor which are being contested in good faith by appropriate proceedings and with respect to which there shall have been secured a stay of execution pending such appeal or proceedings for review, so long as such proceedings, in the reasonable judgment of the Transferor, do not involve any danger of sale, forfeiture or loss, of 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 REGARD TO THE LAW OF CONFLICT OF

LAWS THEREOF (EXCEPT FOR SECTION 5-1401 AND SECTION 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW).

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have caused this instrument to be duly executed as of the date first set forth above.

TRANSFEROR

SHIPPERS SECOND LLC

By: ACF INDUSTRIES LLC, Managing Member

By: _____
Name: Umesh Choksi
Title: Treasurer

TRANSFEREE

ACF INDUSTRIES LLC

By: _____
Name: Umesh Choksi
Title: Treasurer

[Bill of Sale]

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis County

On this __ of October, 2004, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he is Treasurer of ACF Industries LLC, the managing member of Shippers Second LLC, that said instrument was signed on the date hereof on behalf of said limited liability company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Notary Public

MARK A. CRINNION
MY COMMISSION EXPIRES 06-06-2007
NOTARY SEAL
NOTARY PUBLIC
COUNTY OF ST. LOUIS
STATE OF MISSOURI

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis County

On this ___ of October, 2004, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he is Treasurer of ACF Industries LLC, that said instrument was signed on the date hereof on behalf of said limited liability company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Notary Public

MARK A. CRINNION
MY COMMISSION EXPIRES 06-06-2007
NOTARY SEAL
NOTARY PUBLIC
COUNTY OF ST. LOUIS
STATE OF MISSOURI

{24950 / 6560 / 00516856 / 10/8/2004 /}

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

Schedule 1 to Release of Collateral

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
NA	NO LESSEE	NA	ACFX	39228
NA	NO LESSEE	NA	ACFX	39237
NA	NO LESSEE	NA	SHPX	42907
NA	NO LESSEE	NA	ACFX	52023
NA	NO LESSEE	NA	ACFX	52028
NA	NO LESSEE	NA	ACFX	52128
NA	NO LESSEE	NA	ACFX	52130
NA	NO LESSEE	NA	ACFX	52144
NA	NO LESSEE	NA	ACFX	52976
NA	NO LESSEE	NA	ACFX	53058
NA	NO LESSEE	NA	ACFX	53162
NA	NO LESSEE	NA	ACFX	53729
NA	NO LESSEE	NA	ACFX	53903
NA	NO LESSEE	NA	ACFX	54384
NA	NO LESSEE	NA	ACFX	54391
NA	NO LESSEE	NA	ACFX	54409
NA	NO LESSEE	NA	ACFX	54416
NA	NO LESSEE	NA	ACFX	54418
NA	NO LESSEE	NA	ACFX	54443
NA	NO LESSEE	NA	ACFX	54478
NA	NO LESSEE	NA	ACFX	54862
NA	NO LESSEE	NA	ACFX	54878
NA	NO LESSEE	NA	ACFX	55623
NA	NO LESSEE	NA	ACFX	55624
NA	NO LESSEE	NA	ACFX	55649
NA	NO LESSEE	NA	ACFX	55752
NA	NO LESSEE	NA	ACFX	55906
NA	NO LESSEE	NA	ACFX	55953
NA	NO LESSEE	NA	ACFX	56004
NA	NO LESSEE	NA	ACFX	56008
NA	NO LESSEE	NA	ACFX	56010
NA	NO LESSEE	NA	ACFX	56011
NA	NO LESSEE	NA	ACFX	56013
NA	NO LESSEE	NA	ACFX	56016
NA	NO LESSEE	NA	ACFX	56019
NA	NO LESSEE	NA	ACFX	56022
NA	NO LESSEE	NA	ACFX	56026
NA	NO LESSEE	NA	ACFX	56034
NA	NO LESSEE	NA	ACFX	56037
NA	NO LESSEE	NA	ACFX	56038
NA	NO LESSEE	NA	ACFX	56040
NA	NO LESSEE	NA	ACFX	56043
NA	NO LESSEE	NA	ACFX	56048
NA	NO LESSEE	NA	ACFX	56064
NA	NO LESSEE	NA	ACFX	56066

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
NA	NO LESSEE	NA	ACFX	56302
NA	NO LESSEE	NA	ACFX	56314
NA	NO LESSEE	NA	ACFX	56315
NA	NO LESSEE	NA	ACFX	56486
NA	NO LESSEE	NA	ACFX	56682
NA	NO LESSEE	NA	ACFX	56887
NA	NO LESSEE	NA	ACFX	57776
NA	NO LESSEE	NA	ACFX	58111
NA	NO LESSEE	NA	ACFX	58173
NA	NO LESSEE	NA	ACFX	58233
NA	NO LESSEE	NA	ACFX	58727
NA	NO LESSEE	NA	ACFX	58752
NA	NO LESSEE	NA	ACFX	58753
NA	NO LESSEE	NA	ACFX	58754
NA	NO LESSEE	NA	ACFX	58756
NA	NO LESSEE	NA	ACFX	58758
NA	NO LESSEE	NA	ACFX	58759
NA	NO LESSEE	NA	ACFX	58761
NA	NO LESSEE	NA	ACFX	58762
NA	NO LESSEE	NA	ACFX	58763
NA	NO LESSEE	NA	ACFX	58766
NA	NO LESSEE	NA	ACFX	58767
NA	NO LESSEE	NA	ACFX	58768
NA	NO LESSEE	NA	ACFX	58769
NA	NO LESSEE	NA	ACFX	58770
NA	NO LESSEE	NA	ACFX	58771
NA	NO LESSEE	NA	ACFX	58772
NA	NO LESSEE	NA	ACFX	58852
NA	NO LESSEE	NA	ACFX	58853
NA	NO LESSEE	NA	ACFX	58854
NA	NO LESSEE	NA	ACFX	58855
NA	NO LESSEE	NA	ACFX	58856
NA	NO LESSEE	NA	ACFX	58857
NA	NO LESSEE	NA	ACFX	59500
NA	NO LESSEE	NA	ACFX	59530
NA	NO LESSEE	NA	ACFX	59562
NA	NO LESSEE	NA	ACFX	59565
NA	NO LESSEE	NA	ACFX	64798
NA	NO LESSEE	NA	ACFX	75330
NA	NO LESSEE	NA	ACFX	75332
NA	NO LESSEE	NA	ACFX	75335
NA	NO LESSEE	NA	ACFX	75336
NA	NO LESSEE	NA	ACFX	75337
NA	NO LESSEE	NA	ACFX	75340
NA	NO LESSEE	NA	ACFX	75343
NA	NO LESSEE	NA	ACFX	75344
NA	NO LESSEE	NA	ACFX	75345

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
NA	NO LESSEE	NA	ACFX	75348
NA	NO LESSEE	NA	ACFX	75349
NA	NO LESSEE	NA	ACFX	75350
NA	NO LESSEE	NA	ACFX	75354
NA	NO LESSEE	NA	ACFX	75355
NA	NO LESSEE	NA	ACFX	75356
NA	NO LESSEE	NA	ACFX	75357
NA	NO LESSEE	NA	ACFX	75363
NA	NO LESSEE	NA	ACFX	75365
NA	NO LESSEE	NA	ACFX	75366
NA	NO LESSEE	NA	ACFX	75368
NA	NO LESSEE	NA	ACFX	75369
NA	NO LESSEE	NA	ACFX	75372
NA	NO LESSEE	NA	ACFX	75373
NA	NO LESSEE	NA	ACFX	75374
NA	NO LESSEE	NA	ACFX	75375
NA	NO LESSEE	NA	ACFX	75377
NA	NO LESSEE	NA	ACFX	75378
NA	NO LESSEE	NA	ACFX	77910
NA	NO LESSEE	NA	ACFX	78230
NA	NO LESSEE	NA	ACFX	78840
NA	NO LESSEE	NA	ACFX	78863
NA	NO LESSEE	NA	ACFX	78864
NA	NO LESSEE	NA	ACFX	81199
NA	NO LESSEE	NA	ACFX	81217
NA	NO LESSEE	NA	ACFX	81604
NA	NO LESSEE	NA	ACFX	82004
NA	NO LESSEE	NA	ACFX	82033
NA	NO LESSEE	NA	ACFX	82063
NA	NO LESSEE	NA	ACFX	82134
NA	NO LESSEE	NA	ACFX	82539
NA	NO LESSEE	NA	ACFX	82747
NA	NO LESSEE	NA	ACFX	82977
NA	NO LESSEE	NA	ACFX	83039
NA	NO LESSEE	NA	ACFX	83102
NA	NO LESSEE	NA	ACFX	83535
NA	NO LESSEE	NA	ACFX	83863
NA	NO LESSEE	NA	ACFX	84080
NA	NO LESSEE	NA	ACFX	84157
NA	NO LESSEE	NA	ACFX	84656
NA	NO LESSEE	NA	ACFX	84821
NA	NO LESSEE	NA	ACFX	84823
NA	NO LESSEE	NA	ACFX	84825
NA	NO LESSEE	NA	ACFX	84826
NA	NO LESSEE	NA	ACFX	84827
NA	NO LESSEE	NA	ACFX	84828
NA	NO LESSEE	NA	ACFX	84830

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
NA	NO LESSEE	NA	ACFX	84831
NA	NO LESSEE	NA	ACFX	84834
NA	NO LESSEE	NA	ACFX	84835
NA	NO LESSEE	NA	ACFX	84836
NA	NO LESSEE	NA	ACFX	84837
NA	NO LESSEE	NA	ACFX	84838
NA	NO LESSEE	NA	ACFX	84839
NA	NO LESSEE	NA	ACFX	84840
NA	NO LESSEE	NA	ACFX	84841
NA	NO LESSEE	NA	ACFX	84843
NA	NO LESSEE	NA	ACFX	84844
NA	NO LESSEE	NA	ACFX	84846
NA	NO LESSEE	NA	ACFX	84847
NA	NO LESSEE	NA	ACFX	84848
NA	NO LESSEE	NA	ACFX	84849
NA	NO LESSEE	NA	ACFX	84850
NA	NO LESSEE	NA	ACFX	84851
NA	NO LESSEE	NA	ACFX	84853
NA	NO LESSEE	NA	ACFX	84854
NA	NO LESSEE	NA	ACFX	84856
NA	NO LESSEE	NA	ACFX	84857
NA	NO LESSEE	NA	ACFX	84860
NA	NO LESSEE	NA	ACFX	84887
NA	NO LESSEE	NA	ACFX	84890
NA	NO LESSEE	NA	ACFX	84891
NA	NO LESSEE	NA	ACFX	86581
NA	NO LESSEE	NA	ACFX	86651
NA	NO LESSEE	NA	ACFX	86766
NA	NO LESSEE	NA	ACFX	86777
NA	NO LESSEE	NA	ACFX	86785
NA	NO LESSEE	NA	ACFX	86791
NA	NO LESSEE	NA	ACFX	86818
NA	NO LESSEE	NA	ACFX	86830
NA	NO LESSEE	NA	ACFX	87164
NA	NO LESSEE	NA	ACFX	87349
NA	NO LESSEE	NA	ACFX	87355
NA	NO LESSEE	NA	ACFX	87397
NA	NO LESSEE	NA	ACFX	87458
NA	NO LESSEE	NA	ACFX	87466
NA	NO LESSEE	NA	ACFX	87518
NA	NO LESSEE	NA	ACFX	87784
NA	NO LESSEE	NA	ACFX	87925
NA	NO LESSEE	NA	ACFX	88735
NA	NO LESSEE	NA	ACFX	88974
NA	NO LESSEE	NA	ACFX	88976
NA	NO LESSEE	NA	ACFX	96365
NA	NO LESSEE	NA	ACFX	96368

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
NA	NO LESSEE	NA	ACFX	96371
NA	NO LESSEE	NA	ACFX	96373
NA	NO LESSEE	NA	ACFX	96381
NA	NO LESSEE	NA	ACFX	96387
NA	NO LESSEE	NA	ACFX	96399
NA	NO LESSEE	NA	ACFX	96402
NA	NO LESSEE	NA	ACFX	96405
NA	NO LESSEE	NA	ACFX	96423
NA	NO LESSEE	NA	ACFX	96427
NA	NO LESSEE	NA	ACFX	96437
NA	NO LESSEE	NA	ACFX	96440
NA	NO LESSEE	NA	ACFX	96445
NA	NO LESSEE	NA	ACFX	96452
NA	NO LESSEE	NA	ACFX	96471
NA	NO LESSEE	NA	ACFX	96473
NA	NO LESSEE	NA	ACFX	96481
NA	NO LESSEE	NA	ACFX	96498
NA	NO LESSEE	NA	ACFX	96501
NA	NO LESSEE	NA	ACFX	96503
NA	NO LESSEE	NA	ACFX	96504
NA	NO LESSEE	NA	ACFX	96505
NA	NO LESSEE	NA	ACFX	96507
NA	NO LESSEE	NA	ACFX	96509
NA	NO LESSEE	NA	ACFX	96511
NA	NO LESSEE	NA	ACFX	96513
NA	NO LESSEE	NA	ACFX	96520
NA	NO LESSEE	NA	ACFX	96525
NA	NO LESSEE	NA	ACFX	96528
NA	NO LESSEE	NA	ACFX	96529
NA	NO LESSEE	NA	ACFX	96537
NA	NO LESSEE	NA	ACFX	96545
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NA	NO LESSEE	NA	ACFX	96557
NA	NO LESSEE	NA	ACFX	96563
NA	NO LESSEE	NA	ACFX	96794
NA	NO LESSEE	NA	ACFX	98227
NA	NO LESSEE	NA	ACFX	98228
NA	NO LESSEE	NA	ACFX	98235
NA	NO LESSEE	NA	ACFX	98237
NA	NO LESSEE	NA	ACFX	98242
NA	NO LESSEE	NA	ACFX	99400
NA	NO LESSEE	NA	ACFX	99415
NA	NO LESSEE	NA	ACFX	99417
NA	NO LESSEE	NA	ACFX	99441
NA	NO LESSEE	NA	ACFX	99443
NA	NO LESSEE	NA	ACFX	99445

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
NA	NO LESSEE	NA	ACFX	99457
NA	NO LESSEE	NA	ACFX	99467
NA	NO LESSEE	NA	ACFX	99471
NA	NO LESSEE	NA	ACFX	99523
NA	NO LESSEE	NA	SHPX	201306
NA	NO LESSEE	NA	SHPX	201381
NA	NO LESSEE	NA	SHPX	201406
NA	NO LESSEE	NA	SHPX	220649
NA	NO LESSEE	NA	SHPX	240270
NA	NO LESSEE	NA	SHPX	458521
NA	NO LESSEE	NA	SHPX	458538

244 Cars