

23128-B
SEP 29 2000 4:13 PM
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

September 29, 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 three (3) copies of a Letter Confirming Bill of Sale and Assignment and Assumption Agreement, dated as of September 29, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The railcars described in the attached letter and the leases relating thereto transferred to ACF Acceptance 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:

Seller/Assignor: ACF Acceptance III LLC
620 North Second Street
St. Charles, Missouri 63301

Buyer/Assignee: ACF Acceptance LLC
620 North Second Street
St. Charles, Missouri 63301

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

Fifty-five (55) railcars: OLNx 51000 - OLNx 51054 inclusive.

Mr. Vernon A. Williams
September 27, 2000
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A short summary of the railroad equipment covered by the enclosed document is:

Letter Confirming Bill of Sale and Assignment and Assumption Agreement, dated as of September 29, 2000 between ACF Acceptance III LLC, Seller/Assignor, and ACF Acceptance LLC, Buyer/Assignee covering fifty-five (55) railcars: OLNX 51000 - OLNX 51054 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-B FILED

ACF ACCEPTANCE LLC
620 N. Second Street
St. Charles, MO 63301

SEP 29 '00

4-13 PM

SURFACE TRANSPORTATION BOARD

Dated as of September 28, 2000

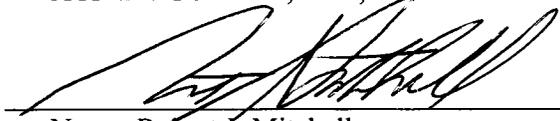
ACF Acceptance III LLC
620 N. Second Street
St. Charles, MO 63301

Gentlemen:

Reference is made to that certain Bill of Sale and Assignment and Assumption Agreement (the "Agreement") dated as of September 28, 2000 entered between ACF Acceptance III LLC ("ACF III") and ACF Acceptance LLC ("ACF"). This letter shall confirm our agreement to acquire by transfer from ACF III to ACF all of the Equipment (as defined in the Agreement) listed on Schedule A attached hereto and ACF III's assignment to ACF of the Lease (as defined in the Agreement) identified in the Agreement.

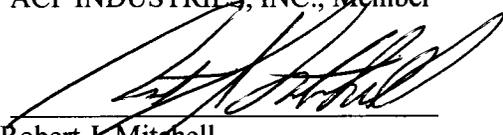
Sincerely,

ACF ACCEPTANCE LLC
By: ACF INDUSTRIES, INC., Member

By: 
Name: Robert J. Mitchell
Title: Senior Vice President - Finance

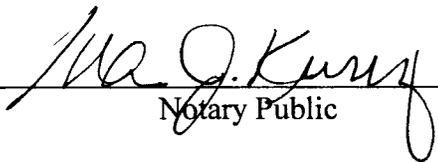
Acknowledged and Agreed:

ACF ACCEPTANCE III LLC
By: ACF ACCEPTANCE LLC, Member
By: ACF INDUSTRIES, INC., Member

By: 
Name: Robert J. Mitchell
Title: Senior Vice President - Finance

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

On this 20th 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 the Member of ACF Acceptance LLC; 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.

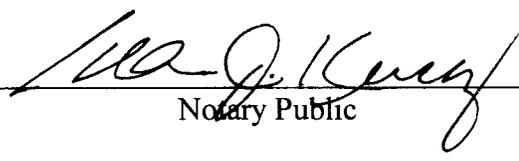


Notary Public

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

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

On this 20th 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 the Member of the Member of ACF Acceptance III LLC; that said instrument was signed on the date hereof on behalf of said limited liability company by authority of its managing member; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.



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 A

24950 / 2930 / 00502208 / 8/31/00 /

<u>Rptg</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	<u>Rptg</u> <u>Mark</u>	<u>Car</u> <u>Number</u>
OLNX	51000	OLNX	51050
OLNX	51010	OLNX	51051
OLNX	51011	OLNX	51052
OLNX	51012	OLNX	51053
OLNX	51013	OLNX	51054
OLNX	51014		
OLNX	51015		
OLNX	51016		
OLNX	51020		
OLNX	51023		
OLNX	51025		
OLNX	51027		
OLNX	51028		
OLNX	51033		
OLNX	51034		
OLNX	51036		
OLNX	51037		
OLNX	51039		
OLNX	51040		
OLNX	51045		
OLNX	51001		
OLNX	51002		
OLNX	51003		
OLNX	51004		
OLNX	51005		
OLNX	51006		
OLNX	51007		
OLNX	51008		
OLNX	51009		
OLNX	51017		
OLNX	51018		
OLNX	51019		
OLNX	51021		
OLNX	51022		
OLNX	51024		
OLNX	51026		
OLNX	51029		
OLNX	51030		
OLNX	51031		
OLNX	51032		
OLNX	51035		
OLNX	51038		
OLNX	51041		
OLNX	51042		
OLNX	51043		
OLNX	51044		
OLNX	51046		
OLNX	51047		
OLNX	51048		
OLNX	51049		

55 Cars