

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

TELEX

RCA 233663

WUD 125547

WUI 620976

MAURICE T. MOORE
WILLIAM B. MARSHALL
RALPH L. MCAFEE
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ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
FRANCIS F. RANDOLPH, JR.
JOHN F. HUNT
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS
WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA
JOHN E. YOUNG

JAMES M. EDWARDS
DAVID G. ORMSBY
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CHRISTINE BESHAR
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DAVID BOIES
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PAUL M. DODYK
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THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
RICHARD L. HOFFMAN
JOSEPH A. MULLINS
MAX R. SHULMAN

RECEIVED
APR 29 12 40 PM '80

I. C. C.
FEE OPERATION BR.

RECORDATION NO. 9219-E Filed 1425

APR 29 1980 - 12 45 PM

120A100 INTERSTATE COMMERCE COMMISSION

APR 29 1980

Date _____
Fee \$ 10.00

ICC Washington, D. C.

CONSEL
CARLYLE E. MAW
ALBERT R. CONNELLY
FRANK H. DETWEILER
GEORGE G. TYLER
ROSWELL L. GILPATRICK
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GEORGE B. TURNER
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ALLEN H. MERRILL

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75008 PARIS, FRANCE
TELEPHONE: 265-81-54
TELEX: 290530

33 THROGMORTON STREET
LONDON, EC2N 2BR, ENGLAND
TELEPHONE 01-608-1421
TELEX: 6814901

CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E. C. 2

April 28, 1980

Railbox Company Equipment Trust Financing
Dated as of June 1, 1979
10.20% Equipment Trust Certificates Series 5

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303, I enclose herewith on behalf of Railbox Company, for filing and recordation, eight (8) originals of the Bill of Sale dated October 23, 1979, which constitutes a partial release from the Manufacturing Agreement recorded on January 30, 1978, January 11, 1979, February 7, 1979, July 18, 1979, and March 28, 1980, with the Interstate Commerce Commission as Recordation Nos. 9219, 9219-A, 9219-B, 9219-C and 9219-D.

The address of the party to the aforementioned Bill of Sale is:

*This case
9219-E
E. C. Bross*

RECEIVED

APR 29 12 40 PM '80

Manufacturer:

ACF Industries, Incorporated
750 Third Avenue
New York, N.Y. 10022

I. C. C.
FEE OPERATION BR.

The equipment covered by the aforementioned Bill of Sale is described in Schedule A hereto.

Enclosed is our check for \$10 for the required recordation fee. Please accept for recordation one copy of the Bill of Sale, stamp the remaining copies with your Recordation No. and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,

Laurance V. Goodrich

Laurance V. Goodrich
As Agent for Railbox Company

Agatha L. Mergenovich, Secretary,
Interstate Commerce Commission,
Washington, D.C. 20423

Encls.

BILL OF SALE

SCHEDULE A

For Two hundred twenty (220) 50'-6", 70-Ton General Service Box Cars with 10' Doors, Lettered RBOX and Numbered

RECEIVED

APR 29 12 40 PM '80

33920
I. C. C.
FEE OPERATION BR.

33602 and 33603	33720 to 33723 Inc.	33924
33605 and 33606	33725 and 33726	33926 and 33927
33609	33728	33930 to 33932 Inc.
33615	33731	33935 to 33937 Inc.
33618 to 33622 Incl.	33733	33941 and 33942
33625 and 33626	33735	33944 and 33945
33631	33741	33947 to 33950 Inc.
33633	33745	33953 to 33960 Inc.
33642 and 33643	33747	33963
33646	33762	33965 to 33980 Inc.
33649 and 33650	33771	33983 to 33996 Inc.
33653	33785	33998 to 34000 Inc.
33657	33834	34002 to 34009 Inc.
33659	33836	34011 to 34013 Inc.
33662 and 33663	33839 and 33840	34015 to 34019 Inc.
33667	33842	34022 to 34034 Inc.
33669	33855	34036 to 34048 Inc.
33685 and 33686	33859	34050 to 34059 Inc.
33694	33865	34061 to 34064 Inc.
33696	33867	34066 to 34072 Inc.
33697	33870	34074 to 34083 Inc.
33700	33879	34086 to 34090 Inc.
33705	33884 to 33886 Incl.	34092
33707 and 33708	33901	34095
33710 and 33711	33908	34097 to 34099 Inc.
33715 to 33718 Incl.	33915 and 33916	

Interstate Commerce Commission
Washington, D.C. 20423

4/29/80

OFFICE OF THE SECRETARY

Laurance V. Goodrich
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/29/80 at 12:45pm , and assigned re-
recording number(s). **9219-E**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

APR 29 1980 12 45 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (hereinafter called the Manufacturer), in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid by MERCANTILE-SAFE DEPOSIT and TRUST COMPANY, as Trustee (hereinafter called the Trustee), at or before the execution and delivery of these presents, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto the Trustee all right, title and interest of the Manufacturer in and to the units of railroad equipment (hereinafter called the Equipment) listed on Schedule A attached hereto and made a part hereof.

To have and to hold all and singular the Equipment to the Trustee, its successors and assigns, for its and their own use and behoof forever.

The Manufacturer hereby warrants to the Trustee, its successors and assigns, that at the time of delivery of the Equipment to the Trustee, under that certain Equipment Trust Agreement (the "Trust Agreement") dated as of June 1, 1979 between the Trustee and Railbox Company, the Manufacturer had legal title thereto and good and lawful right to sell the same, and title thereto was at the time of such delivery free from all claims, liens, security interests and other encumbrances of any nature except as created by the Trust Agreement and by any Manufacturing Agreement between the Manufacturer and said Railbox Company with respect to the Equipment, and the Manufacturer hereby releases any security interest retained by it under any such Manufacturing Agreement.

IN WITNESS WHEREOF, the Manufacturer has caused this instrument to be executed in its name by a duly authorized officer and its corporate seal to be hereunto affixed, duly attested, the 23rd day of October, 1979.

ACF INDUSTRIES, INCORPORATED

By 
VICE PRESIDENT

ATTEST:


Assistant Secretary

* recorded on		
9219	1/30/78	9:40 a.m.
9219-A	1/11/79	11:30 a.m.
9219-B	2/7/79	10:00 a.m.
9219-C	7/18/79	1:25 p.m.
9219-D	3/28/80	8:45 a.m.

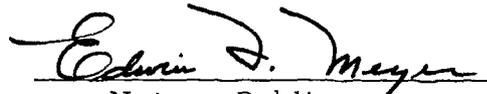
SCHEDULE A

For Two hundred twenty (220) 50'-6", 70 Ton General Service Box Cars with 10' Doors, Lettered RBOX and Numbered

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33710 and 33711	33908	34092
33715 to 33718 Incl.	33915 and 33916	34095
		34097 to 34099 Inc.

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

On this 12th day of October, 1979, before me personally appeared C. R. GARR, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of ACF INDUSTRIES, INCORPORATED, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument ority 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

EDWIN F. MEYER
NOTARY PUBLIC, State of New York
No. 30-7917803
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1980