



ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 986-8600, CABLE ADDRESS: ACFUSA

RECORDATION NO. 6390-B Filed 1425

APR 14 1981 -4 20 PM

RECORDATION NO. 6390-C ✓
Filed 1425

APR 14 1981 -4 30 PM

April 13, 1981 INTERSTATE COMMERCE COMMISSION

RECORDATION NO. Filed 1425

APR 14 1981 -4 20 PM

INTERSTATE COMMERCE COMMISSION

Secretary INTERSTATE COMMERCE COMMISSION
Interstate Commerce Commission
Washington, D.C. 20025

Dear Sir:

We enclose herewith for filing and recordation with the Commission, pursuant to 49 U.S.C. §11303, five original counterparts of the Satisfaction, Discharge and Re-Assignment (the "Satisfaction") dated and acknowledged April 13, 1981 from Citibank, N.A., as Agent, to this Company and to its wholly-owned subsidiary, SHPX Fifth Corporation, and five original counterparts of a Bill of Sale dated and acknowledged April 13, 1981 from this Company to said subsidiary.

The enclosed Satisfaction relates in part to a certain Agreement and Assignment dated as of September 15, 1971 (the "CSA Assignment") between the following parties:

- Assignor: ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017
- Assignee: First National City Bank (now
named Citibank, N.A.), as Agent
399 Park Avenue
New York, New York 10043

The purpose of the CSA Assignment was to convey to the Agent, on behalf of certain Investors, all rights of this Company in, to and under a certain Conditional Sale Agreement dated as of September 15, 1971 (the "CSA") between this Company as Manufacturer and its aforesaid subsidiary as Purchaser, together with all this Company's right, title and interest in and to the items of railroad equipment covered by the CSA, as partial security for certain indebtedness of our said subsidiary to said Investors. Such indebtedness having been repaid in full, one of the purposes of the enclosed Satisfaction is to re-assign and re-convey of record, from the Agent back to this Company, all those property and other rights originally assigned by this Company to the Agent under the CSA Assignment.

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Secretary
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The parties to the CSA are as follows:

Manufacturer: ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

Purchaser: SHPX Fifth Corporation
750 Third Avenue
New York, New York 10017

The purpose of the enclosed Bill of Sale is to give Purchaser clear title to the subject equipment, free of any proprietary or security interest of the Manufacturer under the CSA, so as to enable Purchaser to place a new first mortgage on the same, which new mortgage is intended to be recorded under a new I.C.C. recordation number immediately after the enclosed instruments are presented to you for recording. The Bill of Sale does not affect any sums due from Purchaser to Manufacturer under the CSA; Manufacturer has merely waived payment as a condition precedent to giving such Bill of Sale under Article 5 of the CSA.

The CSA and the CSA Assignment were recorded with the Commission on October 28, 1971 at 4:35 P.M. and were collectively assigned Recordation No. 6390. According to our records a First Amendment thereto dated as of March 1, 1977 was similarly recorded on May 20, 1977 at 1:05 P.M. and assigned Recordation No. 6390-A. The enclosed Satisfaction and Bill of Sale should, in that order, be recorded in the same sequence, and be respectively assigned the next two available letters of the alphabet available under No. 6390.

We enclose herewith a check drawn to the order of the Commission in the sum of \$20.00, representing the required recording fees.

We request that four copies of each of the enclosed instruments, including the ones marked "ACF copy", bearing the Commission's recordation data, be returned to Mr. R. W. Montgomery, Assistant Secretary, ACF Industries, Incorporated, 750 Third Avenue, New York, New York 10017, or to the bearer.

Very truly yours,



R. W. Montgomery
Assistant Secretary

RWM:ss
Enclosure

CC: Messrs. H. A. Borst
R. G. Pierce

ACF INDUSTRIES
INCORPORATED

BILL OF SALE

APR 14 1981 -4 30 PM

INTERSTATE COMMERCE COMMISSION

This BILL OF SALE from ACF Industries, Incorporated ("Manufacturer"), a New Jersey corporation, to SHPX Fifth corporation ("Purchaser"), a New York corporation.

The Manufacturer, in consideration of the sum of \$1.00 and other good and valuable consideration, receipt of which is hereby acknowledged, does hereby grant, bargain, sell, assign and transfer unto Purchaser all its right, title and interest in and to the items of railroad equipment covered by that certain Conditional Sale Agreement dated as of September 15, 1971 (the "CSA") between the Manufacturer and the Purchaser, or such lesser number of units thereof as shall not as of the date hereof have suffered a Casualty Occurrence (as defined in the CSA).

To have and to hold the same unto the Purchaser, its successors and assigns forever.

The Manufacturer does hereby further release any security interest or other lien or encumbrance in or upon the said items of railroad equipment, or any of them, retained by the Manufacturer under the CSA.

PROVIDED HOWEVER, that nothing herein shall be construed to relieve Purchaser of any sums due the Manufacturer under the CSA, it being the sole intent of Manufacturer to release to Purchaser hereby any and all proprietary and security interests it now has in said equipment under the CSA, notwithstanding the provisions of Article 5 of the CSA.

IN WITNESS WHEREOF, the Manufacturer has caused this instrument to be executed by its duly authorized officer as of the 13th day of April, 1981.

ACF INDUSTRIES, INCORPORATED

By *[Signature]*
Treasurer

Attest:

[Signature]
Assistant Secretary

State of New York)
County of New York) ss.:

On the *13TH* day of *APRIL* 1981, before me personally came H.A. Borst, to me known, who, being by me duly sworn, did depose and say that he resides at 2482 Wilson Avenue, Bellmore, New York 11710; that he is Treasurer of SHPX Fifth Corporation, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

(SEAL)

Robert G. Pierce
Notary Public
ROBERT G. PIERCE
NOTARY PUBLIC, State of New York
No. 60-3100825
Qualified in Westchester County
Commission Expires March 30, 1983