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INTERSTATE COMMERCE COMMISSION  
IN RE

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF COLUMBIA

AUTO-TRAIN CORPORATION,  
A Florida Corporation,  
also known as  
RAILWAY SERVICES CORPORATION,  
A Delaware Corporation,  
A Wholly-Owned Subsidiary,

Debtor.

MURRAY DRABKIN, Trustee of  
AUTO-TRAIN CORPORATION,  
also known as  
RAILWAY SERVICES CORPORATION,

Plaintiff.

v.

STANDARD COMMODITIES IMPORT  
AND EXPORT CORPORATION,

Defendant.

In Proceedings  
Under Chapter 11

Case No. 80-00391

FILED

SEP - 1 1981

Nancy A. Piwonski, Clerk  
U.S. Bankruptcy Court for D.C.

Adversary Proceeding  
No. 81-0082

VERIFIED RECEIPT

Murray Drabkin, Trustee, plaintiff herein, acknowledges receipt pursuant to the Consent Order entered herein on the 28th day of August, 1981 of the following two (2) cashier's checks issued by the Security Pacific National Bank, Woodland Hills, California, to the order of the Trustee:

1. Check No. 18511839, 8/31/81, \$221,000.00
2. Check No. 18511837, 8/31/81, \$ 46,800.86

*Murray Drabkin*

Murray Drabkin, Trustee  
Plaintiff

Dated: Washington, D. C.  
September 1, 1981

City of Washington )  
District of Columbia) ss:

Sworn to before me this  
1st day of September, 1981

*Donna D. Clapp*  
Notary Public

My Commission Expires April 30, 1982

WEBSTER & SHEFFIELD

By: *Sandy K. Feldman*

Sandy K. Feldman  
1200 New Hampshire Avenue, N.W.  
Washington, D. C. 20036  
202-785-8222

Counsel to Plaintiff

CERTIFIED COPY  
NANCY A. PIWONSKI, CLERK OF COURT

BY: *Att. Gen. - Piwonski*  
DEPUTY CLERK

UNITED STATES BANKRUPT COURT  
FOR THE DISTRICT OF COLUMBIA

IN RE	)	In Proceedings
	)	Under Chapter 11
AUTO-TRAIN CORPORATION,	)	
A Florida Corporation,	)	Case No. 80-00391
also known as	)	
RAILWAY SERVICES CORPORATION,	)	
A Delaware Corporation,	)	
A Wholly-Owned Subsidiary,	)	
	)	
Debtor.	)	
	)	
MURRAY DRABKIN, Trustee of	)	
Auto-Train Corporation,	)	
also known as	)	
RAILWAY SERVICES CORPORATION,	)	
	)	
Plaintiff.	)	
	)	
v.	)	
	)	
STANDARD COMMODITIES IMPORT	)	Adversary Proceeding
AND EXPORT CORPORATION,	)	No. 81-0082
	)	
Defendant.	)	

CONSENT ORDER

WHEREAS, Murray Drabkin, Trustee, Plaintiff herein, through Webster & Sheffield, Counsel to Trustee, filed a Verified Complaint against Defendant on May 26, 1981 seeking, inter alia, a Preliminary Injunction, a Permanent Injunction, money damages and other relief, and

WHEREAS, Plaintiff filed contemporaneously with said Verified Complaint a Motion for Preliminary and Permanent Injunction enjoining Defendant from selling, otherwise disposing of or causing the removal from Plaintiff's premises of 25 covered railroad hopper cars assembled for Defendant by Plaintiff pending determination of Plaintiff's claims against Defendant, and

WHEREAS, upon consent of Defendant, this Court entered an order July 6, 1981 enjoining Defendant from selling, encumbering or otherwise in any way whatsoever disposing of or causing the removal from Plaintiff's premises at 800 Constitution Avenue, Portsmouth, Virginia of any and all of the 25 covered railroad hopper cars assembled for Defendant by Plaintiff pending determination of Plaintiff's claims against Defendant, and

WHEREAS, Plaintiff, Walter E. Heller Western Inc., Rockwell Do Brasil Industria y Comercio Ltda. formerly known as Rockwell Fumagalli S.A. and Oak Manufacturing Company claim to have a perfected security interest in said hopper cars, and

WHEREAS, Plaintiff, Defendant and other parties asserting a perfected security interest in said hopper cars are willing to permit said hopper cars to be sold free and clear of all liens and claims of the parties with said liens and claims to be continued in and transferred to the proceeds of sale of said hopper cars, provided that (a) the sum of \$46,800.86 is turned over to Plaintiff on account of its claimed perfected security interest in said hopper cars in payment of certain of Plaintiff's claims against Defendant which are uncontested by Defendant as reflected in a letter of June 24, 1981, from Defendant's counsel to Plaintiff's counsel, as more particularly identified on Exhibit "A" attached hereto and incorporated herein by reference; (b) the sum of \$221,000 is turned over to Plaintiff on account of its claimed perfected security interest and the claimed perfected security interest of the other parties hereto to be held in an interest bearing account with such funds distributed pursuant to an Order of this Court; and (c) the balance of the proceeds of sale of said hopper cars to be distributed to Defendant and the other parties asserting a perfected security interest in said cars as they elect,

NOW THEREFORE, IT IS HEREBY ORDERED, this            day of August, 1981, that said injunction be vacated effective upon Plaintiff's filing with the Clerk of this Court verified copies of receipts of the above-noted sums, and

IT IS FURTHER ORDERED that said hopper cars are to be sold free and clear of all liens and claims of the parties with said liens and claims to be continued in and transferred to the proceeds of sale of said hopper cars, provided that (a) the sum

of \$46,800.86 is turned over to Plaintiff on account of its claimed perfected security interest in said hopper cars in payment of certain of Plaintiff's claims against Defendant which are uncontested by Defendant as reflected in a letter of June 24, 1981, from Defendant's counsel to Plaintiff's counsel, as more particularly identified on Exhibit "A" attached hereto and incorporated herein by reference; (b) the sum of \$221,000 is turned over to Plaintiff on account of its claimed perfected security interest and the claimed perfected security interest of the other parties hereto to be held in an interest bearing account with such funds distributed pursuant to an Order of this Court; and (c) the balance of the proceeds of sale of said hopper cars to be distributed to Defendant and the other parties asserting a perfected security interest in said cars as they elect.

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The undersigned consent to the entry of the foregoing Order:

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MURRAY DRABKIN, TRUSTEE  
1200 New Hampshire Avenue, N.W.  
Washington, D.C. 20036

STANDARD COMMODITIES IMPORT AND  
EXPORT CORPORATION

By 

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STEPHEN F. FRUIN  
Sherbow, Shea & Tatelbaum, P.A.  
15th Floor, Charles Center South  
36 South Charles Street  
Baltimore, Maryland 21201

Counsel to Standard Commodities  
Import and Export Corporation,  
Defendant

STANDARD COMMODITIES IMPORT AND  
EXPORT CORPORATION

By: *David H. Taylor*  
DAVID H. TAYLOR, President

ROCKWELL DO BRASIL INDUSTRIA Y  
COMERCIO LTDA. formerly known  
as ROCKWELL-FUMAGALLI, S.A.

By: *Marshall O. Heller*, *of Gerald Ruskoff Shapiro  
& Quittner  
Its Attorney and Agent*

WALTER E. HELLER WESTERN INC.

By: *Walter E. Heller*

OAK MANUFACTURING COMPANY

By: *Walter E. Heller*