

WILMER, CUTLER & PICKERING
1666 K STREET, N. W.
WASHINGTON, D. C. 20006

CABLE ADDRESS: WICRING WASH, D. C.
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2-077A126
No. MAR 18 1982
Date.....
Fee \$ 50.00
ICC Washington, D. C.
EUROPEAN OFFICE
1 COLLEGE HILL
LONDON, EC4R 2RA, ENGLAND
TELEPHONE 01-236-2401
TELEX: 851 883242

ALLEN H. HARRISON, JR.
DIRECT LINE (202)
872-6093

13595

REGISTRATION NO. Filed 1425
March 18, 1982

MAR 18 1982 12 15 PM

Dear Madam Secretary:

INTERSTATE COMMERCE COMMISSION

New Number

On behalf of ACF Industries, Incorporated I submit herewith for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder four executed counterparts of Interim Purchase Money Security Agreement. This is a primary document not previously recorded with the ICC.

The parties to the document are as follows:

ACF Industries, Incorporated, Secured Party
750 Third Avenue
New York, New York 10017

Liquid Sugars, Inc., Debtor
6602 Bay Street
Oakland, California

The Interim Purchase Money Security Agreement gives to the Secured Party a continuing security interest in ten 100-ton tank cars.

The equipment covered is ten 100-ton DOT 111A100W1, 17,625 gallon tank cars, numbers LSIX 111 through 120, both inclusive.

Further enclosed is a check in the amount of \$50 to cover the required filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the document not required for filing purposes, together with the fee

Allen H. Harrison, Jr.

receipt, the letter from the ICC acknowledging the filing, and the extra stamped copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for ACF Industries,
Incorporated

Honorable Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20243

Enclosures

AHH/iw

BY HAND

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.
Atty. For ACF Industries, Incorp.
Wilmer, Cutler & Pickering
1666 K. Street, N.W.
Washington, D.C. 20006

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 **3/18/82** at **12:15pm**, and assigned re-
recording number(s). **13595**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 13595
F100 1425

MAR 18 1982 12 15 PM

INTERIM PURCHASE MONEY SECURITY AGREEMENT INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED ("Secured Party") with principal offices at 750 Third Avenue, New York, New York and Liquid Sugars, Inc. ("Debtor"), with offices at 6602 Bay Street, Oakland, California, hereby agree as follows:

WHEREAS, Secured Party has entered into a certain Purchase Agreement with Debtor, for the construction and delivery of certain railroad equipment, more fully described hereinbelow, and

NOW, THEREFORE, it is agreed that Secured Party hereby retains and Debtor hereby grants a continuing security interest under the Interstate Commerce Act and the Uniform Commercial Code in the Collateral described hereinbelow to secure the performance of payment of all obligations and indebtedness of Debtor to Secured Party with respect to the collateral described below.

The Collateral of this Security Agreement is railroad rolling stock equipment of the following description:

- 10 - 100 Ton DOT 111A100W1
17,625 Gallon Tank Cars,
bearing identifying numbers
LSIX 111 through 120, both
inclusive.

Secured Party shall, at its expense, cause this Security Agreement to be recorded as may be required by law in order to fully preserve and protect the rights of Secured Party hereunder.

Following payment in full of the purchase price for the Collateral, the Secured Party will, at its own expense, file, register, record or deposit in all necessary offices, such instrument or instruments in writing as may be necessary or appropriate in order to then make clear upon the public records the satisfaction, release and termination of the security interest created hereby.

ACF INDUSTRIES, INCORPORATED

(SEAL)

By: *F. H. H. H.* **SECRETARY**
Secured Party

LIQUID SUGARS, INCORPORATED

By: *W. H. H. H.*
Debtor



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

On this *9th* day of *March*, 1982, before me personally appeared **E. C. HALL**, to me personally known, who, being by me duly sworn, says that he is **SECRETARY** of ACF Industries, Incorporated, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

Anthony M. Romanello

ANTHONY M. ROMANELLO
Notary Public, State of New York
No. 31-4703607
Qualified in New York County
Commission Expires March 30, 1983

STATE OF *California*)
) SS.:
COUNTY OF *Alameda*)

On this *10th* day of *March*, 1982, before me personally appeared *W. D. Mooney*, to me personally known, who, being by me duly sworn says that he is *Secretary* of Liquid Sugars, Inc. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

Barbara F. Blank

