

**RAILCAR, Ltd.**  
Suite 303  
1819 Peachtree Road, N E  
Atlanta, Georgia 30309-1847  
  
(404) 355-6734  
Fax (404) 352-8814

0-152A038

# RAILCAR

May 30, 1990

Interstate Commerce Commission  
12th and Constitution Avenue, N. W.  
Washington, DC 20423

Attention: Ms. Mildred Lee  
Room 2303

RECORDATION NO 16881 FILED 1425  
JUN 1 1990 -2 55 PM  
INTERSTATE COMMERCE COMMISSION

MOTOR OPERATING UNIT  
JUN 1 2 48 PM '90

Re: Sale of 70 RBL Boxcars from General Foods Corporation to Railcar, Ltd.

Dear Ms. Lee:

Enclosed herewith are two originally executed and notarized copies of a Bill of Sale by and between General Foods Corporation, a Delaware Corporation as Seller, and Railcar, Ltd., a Georgia Corporation as Purchaser. The sale is for seventy (70), 70-ton, 50 foot RBL boxcars bearing the reporting marks and car numbers CR 360582-360651, inclusive.

The addresses of the parties are as follows:

General Foods Corporation *J. J. Geller*  
250 North Street  
White Plains, NY 10625

Railcar, Ltd. *Purchaser*  
1819 Peachtree Rd., N. E., Suite 303  
Atlanta, GA 30309

I would greatly appreciate your recording the enclosed Bill of Sale and returning the other copy to me. A check for the filing fee of \$15.00 is enclosed.

Thank you for your assistance.

Very truly yours,



James A. Day  
Vice President - Finance

JAD/1wc

0100x

**Interstate Commerce Commission**  
Washington, D.C. 20423

6/29/90

OFFICE OF THE SECRETARY

James A. Day  
Vice President, Finance  
Railcar  
1819 Peachtree Rd. N.E.  
Suite 393  
Atlanta, Georgia 30309

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 6/1/90 at 2:55pm, and assigned recordation number(s). 15391

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

16881

RECORDATION NO. \_\_\_\_\_ FILED 1425

JUN 1 1990 -2 55 PM

INTERSTATE COMMERCE COMMISSION

EXHIBIT A  
BILL OF SALE

THIS BILL OF SALE is made this 18 day of December, 1989, between GENERAL FOODS CORPORATION ("Seller") and RAILCAR, LTD. ("Purchaser").

Seller hereby sells, transfers and delivers to Purchaser all of Seller's right, title and interest in and to the seventy (70) RBL boxcars described on Schedule I attached hereto and made a part hereof (the "Equipment").

Such sale is made in consideration of the payment by Purchaser to Seller of \_\_\_\_\_ and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged.

Purchaser is purchasing the Equipment in reliance upon its personal inspection and knowledge of the Equipment and in an "as is" condition.

SELLER MAKES NO WARRANTIES, EXPRESS OR IMPLIED, OF ANY KIND OR NATURE EXCEPT THAT (1) PURCHASER WILL ACQUIRE GOOD TITLE TO THE EQUIPMENT FREE FROM ANY AND ALL ENCUMBRANCES, LIENS AND OTHER DEFECTS OF TITLE, AND (2) SELLER IS THE LAWFUL OWNER OF THE EQUIPMENT AND HAS FULL RIGHT AND AUTHORITY TO SELL THE EQUIPMENT TO PURCHASER. SELLER MAKE NO WARRANTIES WITH RESPECT TO THE QUALITY, CONTENT, CONDITION, MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OF THE EQUIPMENT.

Seller agrees to pay and hold harmless Purchaser from and against any and all liabilities, obligations, losses, damages, expenses (including, without limitation, attorneys' fees), penalties, claims, actions and suits resulting from and imposed upon, incurred by or asserted against Purchaser as a consequence of breach of the warranties contained herein.

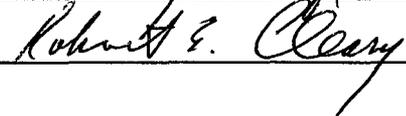
SELLER:

GENERAL FOODS CORPORATION

By: 

Title: Manager, Pvt. Truck Operations

Attest: 

Attest: 

SCHEDULE I

DATE OF BILL OF SALE:

SELLER:

General Foods Corporation

PURCHASER:

Railcar, Ltd.

EQUIPMENT:

50 foot, 70-Ton, RBL Boxcars

QUANTITY:

Seventy (70)

REPORTING MARK AND NUMBERS:

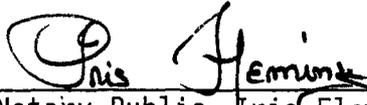
CR 360582 - 360651

0064X

STATE OF NEW YORK )  
 ) SS  
COUNTY OF WESTCHESTER)

On this 25th day of April, 1990, before me personally appeared Gary Redeker, to me personally know, who being by me duly sworn, says that he is the Executor of said instrument, that the seal 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 Bylaws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

  
\_\_\_\_\_  
Notary Public, Iris Fleming

My Commission expires:

**IRIS FLEMING**  
**NOTARY PUBLIC, State of New York**  
**No. 4947760**  
**Qualified in Putnam County**  
**Certificate Filed in Westchester County**  
**Term Expires February 27, 19 91**