

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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CHARLES A. SPITULNIK
(202) 835-8196

June 3, 1991

1-155A048

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Mr. Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

7159
RECORDED & INDEXED

JUN 4 1991 2:10 PM

INTERSTATE COMMERCE COMMISSION

Attention: Ms. Mildred Lee
Room 2303

Re: Fruit Growers Express Company Equipment Trust of 1973,
Series WW, Recordation No. 7159

Dear Ms. Lee:

In compliance with 49 C.F.R. Part 1177, I am enclosing an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is a Bill of Sale and Release of an Equipment Trust Agreement, a secondary document, dated May 31, 1991. The primary document to which this is connected is the Lease and Equipment Trust Agreement dated August 1, 1973, between the Riggs National Bank of Washington, D.C., Trustee, and Fruit Growers Express Company, I.C.C. Recordation Number 7159, designated Fruit Growers Express Company Equipment Trust of 1973, Series WW. The names and addresses of the parties to the document are as follows:

Trustee and Lessor: The Riggs National Bank of Washington, D.C., 808 17th Street, N.W., Washington, D.C. 20006.

Lessee: Fruit Growers Express Company, 3220 Duke Street, Alexandria, VA 22314.

A description of the equipment covered by the document follows:

Handwritten signature: Susan H. Sutter

Mr. Sidney L. Strickland, Jr., Secretary
June 3, 1991
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Not more than 371 refrigerator cars,

Up to 145 of which are 57 ft. mechanically refrigerated cars, AAR designation "RPL", bearing reporting marks FGMR 12775-12781, 12783-12799, 12801-12829, 12831-12837, 12839-12854.

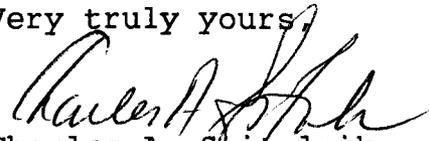
Up to 236 of which are 50 ft. insulated bunkerless refrigerator cars bearing road marks RBNX 98507-98531, 98533-98545, 98547-98704, 98706-98731; RBN 98455-98461, 99752-99756; and SCL 499540 and 499542.

A fee of Fifteen Dollars (\$15.00) is enclosed. Please return the three extra copies, which I am also enclosing and ask that you also mark with the Recordation Number of this Release, to me at the above address.

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Equipment Trust Agreement dated August 1, 1973, between the Riggs National Bank of Washington, D.C., 808 17th Street, N.W., Washington, D.C. 20006, Trustee and Lessor, and Fruit Growers Express Company, 3220 Duke Street, Alexandria, VA 22314, with Recordation No. 7159, dated May 31, 1991, and covering 371 refrigerator cars more fully described in Attachment 1 to the Bill of Sale and Release.

Very truly yours,


Charles A. Spitulnik

CAS/str
Enclosure

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BILL OF SALE AND RELEASE

KNOW ALL MEN BY THESE PRESENTS, That

WHEREAS, by a Lease and an Agreement both dated as of August 1, 1973, between THE RIGGS NATIONAL BANK OF WASHINGTON, D.C. a national bank association incorporated and existing under the laws of the United States of America (hereinafter sometimes referred to as the "Trustee"), and FRUIT GROWERS EXPRESS COMPANY (hereinafter sometimes referred to as the "Express Company"), creating an equipment trust designated Fruit Growers Express Company Equipment Trust of 1973, Series WW, said RIGGS NATIONAL BANK OF WASHINGTON, D.C. as Trustee, did lease, upon certain terms and conditions as set forth in said Lease, to said FRUIT GROWERS EXPRESS COMPANY, certain railway equipment described in said Lease as follows:

WHEREAS, by Article Tenth of said Lease, the Trustee agreed that upon full and final payment of the rent and other moneys which the Express Company had thereunder covenanted to pay, the Trustee would sell, assign and transfer, or cause to be sold, assigned and transferred to the Express Company, as its absolute property, all of the trust equipment then held under the Lease, and to evidence such sale and transfer by a proper bill of sale so that thereupon and thereafter the absolute ownership in said trust equipment should be and become vested in the Express Company; and

WHEREAS, the Express Company has fully paid all of the rent and all of the payments which it agreed to make in accordance with the provisions of said Lease,

NOW, THEREFORE, THIS AGREEMENT WITNESSETH:

That the Trustee under said Equipment Trust dated as of August 1, 1973, in pursuance of the terms and conditions of said Lease and of said Agreement above referred to, and in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Fruit Growers Express Company, the receipt of which is hereby acknowledged, does hereby release, assign, sell, transfer, and deliver to said Fruit Growers Express Company, its successor and assigns, all right, title and interest of said Trustee in and to the equipment described in said Lease or in any Supplements thereto and to any replacements thereof of substitutions therefor, which equipment is more fully described in Attachment 1 to this Bill of Sale and Release but without representation as to the correctness of the numbering of such equipment or as to whether or not it is in existence and now in the possession of said Fruit Growers Express Company.

TO HAVE AND TO HOLD the same unto the said Fruit Growers Express Company, its successors and assigns, forever.

This Bill of Sale and Release is executed by The Riggs National Bank of Washington, D.C. without covenant or warranty, express or implied, and without recourse to The Riggs National Bank of Washington, D.C. in any event.

RECORDED BY 715 P.D.
JUN 4 1991 2:23 PM
INTERSTATE COMMERCE COMMISSION

This Bill of Sale and Release is simultaneously executed in several counterparts, each of which, so executed, is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee under the aforesaid Lease and Agreement dated as of August 1, 1973 has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto affixed and attested by its officers thereunto duly authorized this 31 day of MAY, 1974.

THE RIGGS NATIONAL BANK
of WASHINGTON, D.C., as Trustee
as aforesaid

By: Alexander Baker



Attest: J. B. Wood

Signed, sealed and delivered in the presence of:

Vincent C. McMahon

Paul [unclear]

WITNESSES

Attachment A

FRUIT GROWERS EXPRESS COMPANY
EQUIPMENT TRUST OF 1973, SERIES WW

ORIGINAL EQUIPMENT

150 - 100 Ton (57') Mechanically Refrigerated Cars RPL Type, all equipped with cushioned underframes, load protection devices, roller bearings, and foamed-in-place polyurethane insulation. Company's Road Numbers FGEX 12775-12924, inclusive.

200 - 70 Ton (50') RB-Type Insulated Bunkerless Refrigerator Cars, equipped with cushion underframes, roller bearings, and foam-in-place polyurethane insulation. Company's Road Numbers RBNX 98507-98706 or SOU 798507-798706, inclusive.

25 - 70 Ton (50') RBL-Type Insulated Bunkerless Refrigerator Cars, equipped with cushion underframes, load protection devices, roller bearings, and foam-in-place polyurethane insulation. Company's Road Numbers RBNX 98707-98731 or RF&P 98707-98731, inclusive.

EQUIPMENT DESTROYED OR SOLD

Refrigerator Cars, FGEX 12830, 12838, 12854, 12800, 12880, 12782, RBN 81716, 81718, 98532, 98705, 98546.

Seven (7) of the refrigerator cars previously delivered to the Trustee under the Trust, as supplemented.

REPLACEMENT EQUIPMENT

15 Class "A", 50-ft., 70-ton all steel insulated bunkerless refrigerator cars, RBN 99752, 99753, 99754, 99755, 99756, and RBN 98455, 98456, 98457, 98458, 98459, 98460, 98461, and SCL 499540 and 499542

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