



SEABOARD COAST LINE RAILROAD COMPANY

Law Department
360 West Broad Street
Richmond, Virginia

KEMPER K. HYERS
ASSISTANT GENERAL SOLICITOR

MAIL ADDRESS: P. O. BOX 27581
RICHMOND, VA. 23261

0-009A039

Date JAN 9 1980

Fee \$ 10.00

ICC Washington, D. C.

January 7, 1980
105409
105797

RECORDATION NO. 8828-B Filed 1425

JAN 9 1980 - 3 10 PM

INTERSTATE COMMERCE COMMISSION

Honorable Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Mrs. Mergenovich:

I am enclosing for filing and recordation under the provisions of 49 U.S.C. § 11303 three executed counterparts of an indenture of release and partial satisfaction dated as of December 19, 1979, as to the specific cars listed in this document, relating to Conditional Sale Agreement dated as of May 15, 1977, between Pullman Incorporated (Pullman-Standard Division) and Seaboard Coast Line Railroad Company, assigned to Metropolitan Life Insurance Company, and filed on May 20, 1977, at 11:35 a.m., Recordation No. 8828.

Counterparts Nos. 2 and 3 should be returned to the undersigned at P. O. Box 27581, Richmond, Virginia 23261, after recordation has been completed.

Voucher payable to the Interstate Commerce Commission to cover the recordation fee is enclosed.

Very truly yours,

K. K. Hyers

JAN 9 3 03 PM '80
FEE COLLECTION UNIT
RECORDED

RECORDATION NO. 8838 B Filed 1425

JAN 9 1980 -3 10 PM

INTERSTATE COMMERCE COMMISSION

COUNTERPART NO. / OF
4 COUNTERPARTS.

BILL OF SALE, RELEASE AND PARTIAL SATISFACTION, made this 19th day of December, 1979, by and between METROPOLITAN LIFE INSURANCE COMPANY (hereinafter called "Metropolitan"), and SEABOARD COAST LINE RAILROAD COMPANY (hereinafter called "SCL"), under a Conditional Sale Agreement dated as of May 15, 1977, between Pullman Incorporated (Pullman-Standard Division) and SCL, which was assigned to Metropolitan by an Agreement and Assignment, also dated as of May 15, 1977;

W I T N E S S E T H:

That for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration paid by the SCL to Metropolitan, at and before the execution of these presents, the receipt of which is hereby acknowledged, Metropolitan has granted, bargained, sold, assigned, transferred and set over unto the SCL, its successors and assigns, those certain units of railroad equipment of the type and bearing the road numbers listed hereunder, "as is", delivered to the SCL at Waycross, Georgia, or Tampa, Florida, or such other location as the SCL may desire, with all transportation charges prepaid:

Four (4) 100-ton 4750 cu. ft. hi-cube covered
hopper cars, road Nos. SCL 241717, 241718,
241875 and 241962

TO HAVE AND TO HOLD the said railroad equipment unto the SCL, its successors and assigns, forever.

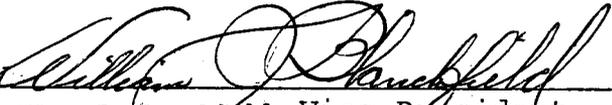
~~Metropolitan hereby warrants to the SCL, its successors and assigns, that, at the time of delivery of the said railroad equipment to the SCL, Metropolitan had legal title thereto free and clear of all liens, claims and encumbrances of any nature, and good and lawful right to sell same, and Metropolitan covenants that it will warrant and defend such title against all claims and demands whatsoever.~~

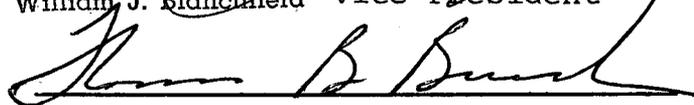
Handwritten initials: JB

Metropolitan hereby releases and quitclaims to the SCL any interest it may have in the said railroad equipment by reason of the aforesaid Conditional Sale Agreement and does hereby RELEASE said railroad equipment from, and as to such equipment only does issue a PARTIAL SATISFACTION of, said Agreement.

IN WITNESS WHEREOF, Metropolitan has caused this bill of sale to be duly signed by a duly authorized officer and its corporate seal to be affixed hereto, duly attested as of the day and year first above written.

METROPOLITAN LIFE INSURANCE COMPANY

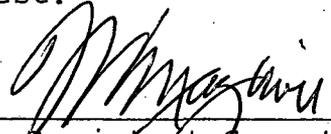
BY 
William J. Blanchfield Vice President


VICE-PRESIDENT - INVESTMENT COUNSEL

THOMAS B. BURCH

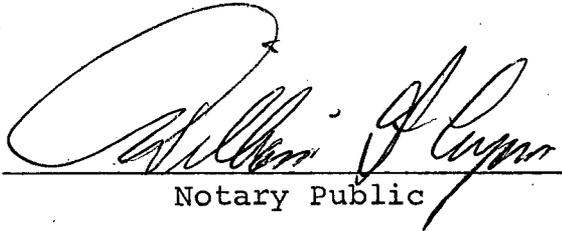
THOMAS B. BURCH

Attest:


Assistant Secretary
E. V. MAGUIRE

STATE OF NEW YORK)
)
) ss.
COUNTY OF NEW YORK)

On this *19th* day of *December*, 19*79*, before me personally appeared *William J. Blanchfield*, to me personally known, who being by me duly sworn, says that he is Vice President of METROPOLITAN LIFE INSURANCE COMPANY, 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 Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(Notarial Seal)

My commission expires

WILLIAM F. LYONS
NOTARY PUBLIC, State of New York
No. 41-2441150 Qual. in Queens Co.
Certificate filed in New York County
Commission Expires March 30, 1981