



**The Atchison, Topeka and Santa Fe Railway Company**

80 East Jackson Boulevard  
Chicago, Illinois 60604

8  
13

July 17, 1989

RECORDATION NO 16271-A FILED 1425 16271-A

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

JUL 20 1989 -11 05 AM

Re: Conditional Sale and Security Agreement entered into on April 6, 1989 by and between The Atchison, Topeka and Santa Fe Railway Company, Harris Trust and Savings Bank and General Electric Company

Dear Secretary:

Enclosed herewith please find an original, one counterpart and five additional copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is the Termination and Release, dated as of May 12, 1989, relating to the above Conditional Sale and Security Agreement entered into on April 6, 1989.

That Conditional Sale and Security Agreement is one of the primary documents to which this agreement is connected and is recorded under Recordation No. 16271.

The names and addresses of the parties to this document are:

The Conditional Sale Builder:  
General Electric Company  
2901 E. Lake Road  
Erie, Pennsylvania 16531

The Company, as Purchaser:  
The Atchison, Topeka and Santa Fe Railway Company  
901 N. E. River Road  
Topeka, Kansas 66601

The Trustee:  
Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, Illinois 60690

JUL 20 10 54 AM '89  
FOTON SYSTEMS UNIT

*C. J. Kopyler*  
*C. Deenlyng*

Mr. James H. Bayne  
Page 2

The equipment covered by the Conditional Sale and Security Agreement is described on Exhibit A attached hereto.

A check in the amount of \$13 is also enclosed in payment of the Commission's prescribed recordation fee. Please return the original and the copies not needed by the Commission for recordation to me, which I would like to have returned bearing the recordation information.

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

The Termination and Release, entered into as of May 12, 1989, relating to the Conditional Sale and Security Agreement, entered into as of April 6, 1989, by and between The Atchison, Topeka and Santa Fe Railway Company, Harris Trust and Savings Bank and General Electric Company, terminates the Conditional and Security Sale Agreement by virtue of fulfillment thereof and payment of all amounts to be paid thereunder and provides for the transfer of title to the subject equipment to The Atchison, Topeka and Santa Fe Railway Company in accordance with the terms thereof.

Very truly yours,

  
Jeffrey R. Moreland  
Vice President-Law

JQG/LBM/dt

Enclosures

**EXHIBIT A**

**DESCRIPTION OF LOCOMOTIVES**

<b><u>Type of Equipment</u></b>	<b>AAR Mechanical Designation</b>	<b>Number</b>	<b>Identifying Marks</b>	<b>Road Numbers</b>
<b>General Electric Dash 8-40B, 4000 horsepower, four-axle road freight diesel electric locomotives</b>	<b>B-B</b>	<b>20</b>	<b>"Santa Fe" marked in yellow</b>	<b>7430 through and including 7449</b>

CONDITIONAL SALE AND SECURITY AGREEMENT  
ENTERED INTO ON APRIL 6, 1989

RECORDATION FILED 1423  
16271 A

JUL 20 1989 -11 05 AM

Termination and Release

INTERSTATE COMMERCE COMMISSION

This AGREEMENT is made and entered into as of this 12th day of May, 1989, by and between THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY (the "Railroad"), HARRIS TRUST AND SAVINGS BANK (the "Trustee"), as Trustee under The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, Series U, dated as of March 1, 1989, as amended and restated (the "Equipment Trust Agreement") and GENERAL ELECTRIC COMPANY, acting through its Transportation Systems Business Operations ("Builder").

WITNESSETH

WHEREAS, the Trustee, as Vendee under the Conditional Sale and Security Agreement entered into on April 6, 1989, (the "Conditional Sale Agreement") has paid in full the Purchase Price of the Equipment covered by the Conditional Sale Agreement as identified on Exhibit A (the "Equipment"); and

WHEREAS, absolute title to the Equipment passed to and vested in the Trust created under the Equipment Trust Agreement (the "Trust") upon the Trustee's payment of the Purchase Price of the Equipment from Deposited Cash of the Trust;

NOW THEREFORE, the parties hereto do agree as follows:

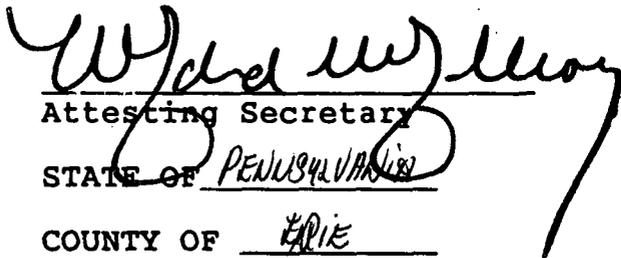
1. The Purchase Price of the Equipment has been paid by the Trustee to the Builder in full from the Deposited Cash of the Trust.

2. The security interest with regard to the Equipment filed on the public record with the Interstate Commerce Commission under 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) in favor of the Builder is released, terminated and fully discharged, and any and all other filings and recordings evidencing or imposing any lien, encumbrance or security interest in favor of the Builder with regard to said units of Equipment as aforesaid is also released, terminated and fully discharged.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed by their respective representatives thereunto duly authorized and their respective corporate seals to be hereunto affixed as of the date first above written.

ATTEST

GENERAL ELECTRIC COMPANY

  
Attesting Secretary  
STATE OF PENNSYLVANIA  
COUNTY OF ERIE

By:   
Title: VICE PRESIDENT  
TRANSPORTATION SYSTEMS BUSINESS OPERATIONS

On this 14<sup>th</sup> day of July, 1989, before me personally appeared MICHAEL D. LOCKHART, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT, TRANSPORTATION SYSTEMS BUSINESS OPERATIONS of GENERAL ELECTRIC COMPANY, 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.

(Notarial Seal)

  
Notary Public  
NOTARIAL SEAL  
BETTY A. MANUCCI, NOTARY PUBLIC  
LAWRENCE PARK TWP., ERIE COUNTY  
MY COMMISSION EXPIRES JAN 14, 1991  
Member, Pennsylvania Association of Notaries

ATTEST

THE HARRIS TRUST AND SAVINGS BANK  
as Trustee

*[Signature]*  
Assistant Secretary

By: *[Signature]*  
Title: Vice President

STATE OF ILLINOIS  
COUNTY OF COOK

On this 13<sup>th</sup> day of July, 1989, before me personally appeared R. G. MASON,  
to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of Harris Trust and Savings Bank, 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.

*[Signature]*  
Notary Public

(Notarial Seal)



ATTEST

THE ATCHISON, TOPEKA AND  
SANTA FE RAILWAY COMPANY

[Signature]  
Assistant Secretary

By: [Signature]  
Title: Senior Vice President -  
Finance and Chief Financial  
Officer

STATE OF Illinois  
COUNTY OF Cook

On this 13<sup>th</sup> day of July, 1989, before me personally  
appeared Glenn W. Dodd,  
to me personally known, who being by me duly sworn, says that  
he is the Senior Vice President-Finance and Chief Financial Officer of  
The Atchison, Topeka and Santa Fe Railway Company, 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.

"OFFICIAL SEAL"  
Kathleen A. Lang  
Notary Public, State of Illinois  
My Commission Expires 8/31/91

[Signature]  
Notary Public

(Notarial Seal)

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**EXHIBIT A**

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