

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

1700 East Golf Road
Schaumburg, Illinois 60173-5860

Direct Dial: (708) 995-6819
Facsimile: (708) 995-6846



0100409003

PLEASE STAMP AND RETURN TO SANTA FE

RECORDATION NO. **7822-E**

October 17, 1994

OCT 20 1994-2 35 PM



Mr. Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
12th and Constitution, N. W.
Washington, DC 20423

Re: Release and Satisfaction and Bill of Sale dated October 14, 1994
Pertaining to The Atchison, Topeka and Santa Fe Railway Company (the
"Company") Conditional Sale Agreement dated January 15, 1975

Dear Mr. Williams:

Enclosed herewith please find an original and three (3) counterparts of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Release and Satisfaction and Bill of Sale dated October 14, 1994, a secondary document. The primary document to which this document is connected is a Conditional Sale Agreement dated as of January 15, 1975, among General Motors Corporation (Electro-Motive Division), FMC Corporation, Pullman Incorporated (Pullman Standard Division), General Electric Company, PACCAR Inc., and ACF Industries, Incorporated (together, the "Builders") and The Atchison, Topeka and Santa Fe Railway Company (the "Railroad") as amended and supplemented, which is recorded under Recordation No. 7822.

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

The Company, as the Railroad:

The Atchison, Topeka and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

RECORDED
OFFICE OF THE
SECRETARY
OCT 20 2 29 PM '94
LICENSING BRANCH

Counters parts

Mr. Vernon A. Williams
October 17, 1994
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The Assignee of the Builders:

Metropolitan Life Insurance Company
340 Park Avenue S
New York, New York 10010

The equipment covered by the Release and Satisfaction and Bill of Sale is described on Exhibit 1 attached hereto and made a part hereof.

For the convenience of the parties, I have enclosed three (3) additional counterparts of the Release and Satisfaction and Bill of Sale which I would like to have returned to me bearing the recordation information.

Enclosed please find Check No.4125, dated October 17, 1994, for the amount of \$18.00 for payment for the Commission's prescribed recordation fee.

A short summary of the enclosed document to appear in the Commission's Index is:

Secondary Document

Release and Satisfaction and Bill of Sale dated October 14, 1994, which terminates the Conditional Sale Agreement dated as of January 15, 1975, among General Motors corporation (Electro-Motive Division), FMC Corporation, Pullman Incorporated (Pullman Standard Division), General Electric Company, PACCAR Inc., ACF Industries, Incorporated and The Atchison, Topeka and Santa Fe Railway Company, as amended and supplemented, which is recorded under Recordation No. 7822 and provides for and effects the transfer of the title to all of the Equipment under that Conditional Sale Agreement from the Assignee to the Company in accordance with the terms thereof.

If you have any questions or comments concerning this request, please contact me.

Very truly yours,



Craig N. Smetko
General Attorney

CNS:cns
Enclosures
cc: David Aron, Esq.

Revised in accordance with Supplement, dated May 1, 1988

CONDITIONAL SALE AGREEMENT

Dated January 15, 1975

Schedule B

<u>Quantity</u>	<u>Type</u>	<u>Unit Base Price</u>	
		<u>Per Unit</u>	<u>Total</u>
4	2300 H.P. Diesel Electric Locomotives, Model GP-39-2, General Motors Corporation (Electro-Motive Division), Builder; Nos. 3631, 3640, 3645, and 3648	\$355,200	\$ 1,420,8
400	60'9" 100-Ton Box Cars; FMC Corporation, Builder; Nos. 611000 to 611303, both inclusive, and Nos. 600750 to 600845, both inclusive	36,000	14,400,00
216	60'9" 100-Ton Box Cars, with roller bearings, Pullman Incorporated (Pullman-Standard division), Builder; Nos. 611400 to 611615, both inclusive	33,100	7,149,60
6	3600 H.P. Diesel Electric Locomotives, Model U-36-C, General Electric Company, Builder; Nos. 8794 to 8799, both inclusive	436,300	2,617,80
100	52'6" 70-Ton Insulated Box Cars, with roller bearing trucks, cushioned underframe, dual Air Pak load dividers, 16' doors, PACCAR Inc., Builder; Nos. 522800 to 522899, both inclusive	37,100	3,710,00
400	4600 Cu. Ft. 100-Ton Covered Hopper Cars with roller bearing trucks and interior coating; ACF Industries, Inc., Builder; Nos. 314800 to 31599, both inclusive	30,000	12,000,00
65	100-Ton Hi-Cube Box Cars, Pullman Incorporated (Pullman-Standard Division), Builder; Nos. 45835 to 45899, both inclusive	36,750	2,388,75
1,191	TOTAL UNITS		

Interstate Commerce Commission
Washington, D.C. 20423

10/20/94

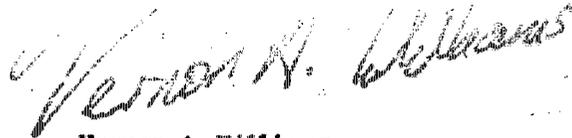
OFFICE OF THE SECRETARY

Craig N. Smetko
General Attorney
The Atchison, Topeka And Santa
Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

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 10/20/94 at 2:35PM, and assigned recordation number(s). 7822-E.

Sincerely yours,

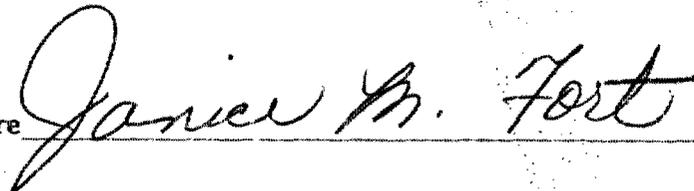


Vernon A. Williams
Acting Secretary

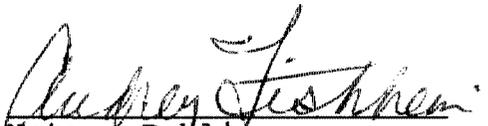
Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



On this 14th day of October, 1994, before me personally appeared Richard G. Clarke, to me personally known, who, being by me duly sworn, says he is an Associate General Counsel of Metropolitan Life Insurance Company, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of the 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

AUDREY FISHEIN
Notary Public, State of New York
No. 24-0256231
Qualified in Kings County
Certificate filed in New York County
Commission Expires September 11, 1995