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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

PLEASE STAMP AND RETURN TO SANTA FE

January 12, 1996

RECORDATION NO. 11612-D FILED 1425
JAN 16 1996 -2 40 PM
FEDERAL COMMERCE COMMISSION

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Re: Release and Satisfaction and Bill of Sale Pertaining to The Atchison, Topeka and Santa Fe Railway Company (the "Company") Conditional Sale Agreement dated March 1, 1980 (the "Agreement")

Dear Mr. Williams:

Enclosed herewith please find an original and two (2) counterparts of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Release and Satisfaction and Bill of Sale pertaining to the Company's Conditional Sale Agreement dated March 1, 1980. The primary document to which this document is connected is a Conditional Sale Agreement dated March 1, 1980, among General Motors Corporation (Electro-Motive Division), PACCAR Inc., Difco, Inc., Santa Fe Rail Equipment Co., General Electric Company and the Company, as amended and supplemented, which is recorded under Recordation No. 11612.

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

The Company, as Railroad:

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

Counterparts

[Handwritten signature]

RECEIVED
OFFICE OF THE
SECRETARY

JAN 16 2 40 PM '96
FEDERAL COMMERCE COMMISSION

Mr. Vernon A. Williams
January 12, 1996
Page 2

The Assignee of the Builders:

Harris Trust and Savings Bank, as Agent
311 W. Monroe
Chicago, Illinois 60606

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

For the convenience of the parties, I have enclosed two (2) 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 my personal check for the amount of \$21.00 for payment of the Board's prescribed recordation fee.

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

Secondary Document

Release and Satisfaction and Bill of Sale dated January 10, 1996, which terminates the Conditional Sale Agreement dated March 1, 1980, among General Motors Corporation (Electro-Motive Division), PACCAR Inc., Difco, Inc., Santa Fe Rail Equipment Co., General Electric Company and the Company, as amended and supplemented, which is recorded under Recordation No. 11612 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

EXHIBIT A

- 54 - 62' Insulated Box Cars, PACCAR, Incorporated, builder; numbered 625378 through 625431, both inclusive.
- 300 - 61' Insulated Box Cars, PACCAR, Incorporated, builder; numbered 622800 through 623099, both inclusive.
- 24 - Model C-30-7, 3,000 HP, Diesel Electric Locomotives, General Electric Company, builder; numbered 8099 through 8122, both inclusive.
- 10 Model GP39-2, 2,300 HP, Diesel Electric Locomotives, General Motors Corporation (Electro-Motive Division), builder; numbered 3696 through 3705, both inclusive.
- 12 - Model SD40-2 3,000 HP Diesel Electric Locomotives, General Motors corporation (Electro-Motive Division), builder; numbered 5125 through 5136, both inclusive.

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JAN 10 1986 2:12 PM

RELEASE AND SATISFACTION AND BILL OF SALE

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

CONDITIONAL SALE AGREEMENT DATED AS OF MARCH 1, 1980

KNOW ALL MEN BY THESE PRESENTS that Harris Trust and Savings Bank, Assignee of a certain Conditional Sale Agreement dated as of March 1, 1980, among General Motors Corporation (Electro-Motive Division), PACCAR Inc., Difco, Inc., Santa Fe Rail Equipment Co., General Electric Company and The Atchison, Topeka and Santa Fe Railway Company, as amended and supplemented, hereby certifies that all of the Conditional Sale Indebtedness, with interest thereon at the rate of 12 1/4% per annum, has been fully paid, and all of the obligations under said Conditional Sale Agreement have been fully complied with and performed.

WHEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration, Harris Trust and Savings Bank does hereby declare said Conditional Sale Agreement dated as of March 1, 1980 to be satisfied and canceled and does consent that the same be discharged of record, and further Harris Trust and Savings Bank does hereby sell, assign, convey, transfer, set over, release and quitclaim without any warranty or guaranty of any kind, express or implied, unto The Atchison, Topeka and Santa Fe Railway Company all of its right, title and interest in and to all of the railroad equipment of every character included in the said Conditional Sale Agreement as amended and supplemented and now held by Harris Trust and Savings Bank, including without limitation the equipment described on Exhibit A attached hereto.

IN WITNESS WHEREOF, Harris Trust and Savings Bank has caused these presents to be executed in its name by one of its Vice Presidents thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its Assistant Secretary as of this 10th day of January, 1996.

ATTEST:

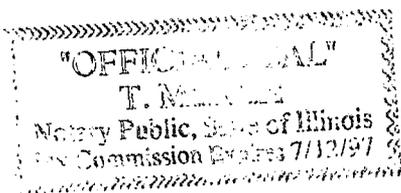
HARRIS TRUST AND SAVINGS BANK
as Assignee


Assistant Secretary

By: 
Judith L. Bartolini
Vice President

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this 10th day of January, 1996, before me personally appeared Judith L. Bartolini, to me personally known, who, being by me duly sworn, says she is a Vice President of Harris Trust and Savings Bank, 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



T. Muzquiz
Notary Public
T. MUZQUIZ

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