

RECORDATION NO 16621-R FILED
October 17, 2013 07:00 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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October 2, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Full Release of Security Agreement and Trust Indenture, dated as of September 24, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement previously filed with the Commission under Recordation Number 16621-B.

The name and address of the party to the enclosed document are:

Indenture Trustee: The Bank of New York Mellon Trust Company,
N.A. (successor in interest to Mercantile-Safe
Deposit and Trust Company)
Two North LaSalle Street, Suite 1020
Chicago, Illinois 60602

Chief, Section of Administration

October 2, 2013

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A description of the railroad equipment covered by the enclosed document is:

All railroad equipment covered by the documents filed under Recordation Numbers 16621 and secondary filings 16621-A through 16621-E, inclusive, is RELEASED.

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

Full Release of Security Agreement and Trust Indenture.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

SURFACE TRANSPORTATION BOARD
FULL RELEASE OF SECURITY AGREEMENT AND TRUST INDENTURE

The undersigned The Bank of New York Mellon Trust Company, NA (successor in interest through mesne assignments to Mercantile-Safe Deposit and Trust Company), not in its individual capacity but solely as Indenture Trustee, with a mailing address of Two North LaSalle Street, Suite 1020, Chicago, Illinois 60602 hereby releases all of its right, title and interest to all rail equipment described in the documents listed below not already released. The documents to which this Release relates were initially recorded with (a) the Interstate Commerce Commission (the "ICC", now the Surface Transportation Board) on the dates and under the Recordation Numbers shown below and (b) the Registrar General of Canada (the "RCG") on the dates and under the Document Keys as follows:

1. Equipment Lease Agreement between First Security Bank of Utah, National Association, as Owner Trustee/Lessor and Burlington Northern Railroad Company, as Lessee, dated as of November 1, 1989, filed with the ICC on November 22, 1989 under Rec No. 16621 and filed with the RCG on November 22, 1989 under Document Key 2084;
2. Lease Supplement No. 1 between Lessor and Lessee dated as of November 22, 1989, filed with the ICC on November 22, 1989 under Rec No. 16621-A and filed with the RCG on November 22, 1989 under Document Key 2086;
3. Lease Supplement No. 2 between Lessor and Lessee dated as of December 31, 1989, filed with the ICC on December 29, 1989 under Rec. No. 16621-D and filed with the RCG on June 4, 1990 under Document Key 2082;
4. Security Agreement and Trust Indenture between Owner Trustee and Mercantile-Safe Deposit and Trust Company, Indenture Trustee, dated as November 1, 1989, filed with the ICC on November 22, 1989 under Rec. No. 16621-B and filed with the RCG on November 22, 1989 under Document Key 2087.
5. Supplement No. 1 to Security Agreement and Trust Indenture dated as of November 22, 1989, filed with the ICC on November 22, 1989 under Rec No. 16621-C and filed with the RCG on November 22, 1989 under Document Key 2085.
6. Supplement No. 2 to Security Agreement and Trust Indenture dated as of December 31, 1989, filed with the ICC on December 29, 1989 under Rec. No. 16621-E and filed with the RCG on June 4, 1990 under Document Key 2083.

For good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Indenture Trustee hereby terminates, releases and discharges without recourse, representation or warranty the security interest in the released railroad equipment.

IN WITNESS WHEREOF, the undersigned has caused this Full Release of Security Agreement and Trust Indenture to be executed by its officer duly authorized as of the date and year set forth below.

Dated this 26th day of September, 2013

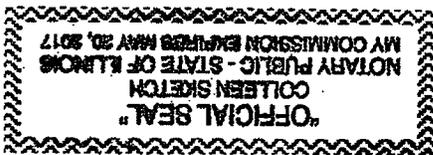
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., not in its individual capacity, but solely as Indenture Trustee

By: *D.G. Donovan*
Name: **D. G. DONOVAN**
Title: **VICE PRESIDENT**

STATE OF Illinois)
) SS:
COUNTY OF Cook)

On this, the 26 day of September, 2013, before me, a Notary Public in and for said County and State, personally appeared D. G. DONOVAN, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on September 26, 2013 on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Colleen Sketch
Name:
Notary Public
My Commission Expires: 5/20/17



CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/2/13

Edward M Luria

Edward M. Luria