9-221 AU1

BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

(817) 878-2385
Docket No. BN 4400

FEDERAL EXPRESS

August 8, 1989

RECORDATION NO 7477-C FILED 1425

AUG 9 1989 -11 40 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Document for Recordation: Release of Security Interest to Burlington Northern Inc. (now Burlington Northern Railroad Company) Lease of Railroad Equipment, Dated as of April 1, 1974

Dear Ms. Lee:

I am enclosing two counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Release of Security Interest, dated July 3, 1989, by which all right, title and interest in and to the existing equipment covered by the Burlington Northern Inc. (now Burlington Northern Railroad Company) Lease of Railroad Equipment, dated as of April 1, 1974, is conveyed to BN Leasing Corporation.

The primary document to which the Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on April 15, 1974, and assigned Recordation No. 7477.

The names and addresses of the parties to the transaction are:

Agent/Secured Party: First Pennsylvania Bank N.A.
P.O. Box 7558
Philadelphia, Pennsylvania 19101

Purchaser: BN Leasing Corporation
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

A general description of the equipment covered by the enclosed Release of Security Interest is shown on Exhibit A of said document.

A fee of $13.00 is enclosed for recording the Release of Security Interest. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

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

> Release of Security Interest, dated July 3, 1989, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Lease of Railroad Equipment (ICC Recordation No. 7477, April 15, 1974), conveying the equipment described on Exhibit A of said document.

Very truly yours,

Rebecca R Martin

Rebecca R. Martin
Legal Assistant

RRM/aa,14

Enclosures

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INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts
of which this is No. 7

RELEASE OF SECURITY INTEREST

WHEREAS, the undersigned First Pennsylvania Bank N.A. (formerly The First Pennsylvania Banking and Trust Company), as Agent (the "Agent") is the holder of a Security Interest in certain locomotives pursuant to an Assignment of Lease and Agreement ("Lease Assignment") dated as of April 1, 1974, between the Agent and Exchange National Bank of Chicago (the "Lessor") in connection with a Lease of Railroad Equipment (the "Lease") dated as of April 1, 1974, between Burlington Northern Inc. (now Burlington Northern Railroad Company) (the "Lessee"), and the Lessor, as Trustee under a Trust Agreement dated April 1, 1974; and

WHEREAS, two Conditional Sale Agreements (the "Agreements") dated as of April 1, 1974, among General Electric Company ("GE"), General Motors Corporation ("GMC"), Lessor, and Lessee, and Agreements and Assignments thereto (the "Assignments"), dated as of April 1, 1974, were assigned to Agent to secure payment of certain Certificates of Interest issued by Agent; and

WHEREAS, pursuant to the Agreements and the Assignments thereto and the Lease and the Lease Assignment, and except as so limited therein, all rights, title, interest, power, privileges and remedies of GE, GMC, and the Lessor were assigned to the Agent; and

WHEREAS, all obligations under the Agreements, the Assignments, the Lease, and the Lease Assignment have been satisfied by

final payments of the Certificates of Interest issued by the Agent;

NOW, THEREFORE, for good and valuable consideration, the undersigned acknowledges payment in full and does further hereby fully release its Security Interest and all right, title and interest it may have had pursuant to the Agreements, the Assignments, the Lease, or the Lease Assignment in and to the locomotives described in Exhibit A attached hereto.

The Lease and Lease Assignment were recorded with the Interstate Commerce Commission on April 15, 1974, and assigned ICC recordation numbers 7477 and 7477-A, respectively. The Conditional Sale Agreement with GE and the Assignment thereof were recorded with the Interestate Commerce Commission on April 15, 1974, and assigned ICC recordation numbers 7475 and 7475-A, respectively. The Conditional Sale Agreement with GMC and the Assignment thereof were recorded with the Interstate Commerce Commission on April 15, 1974, and assigned ICC recordation numbers 7476 and 7476-A, respectively.

The party below has caused this instrument to be executed in its name by its duly authorized representative on the 3rd day of July, 1989.

FIRST PENNSYLVANIA BANK N.A.

BY: _____
C. HROMYCH
ASSISTANT VICE PRESIDENT

ATTEST:
_____

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF PHILADELPHIA)

On this 3rd day of July, 1989, before me personally appeared C. HROMYCH, to me personally known, who, being by me duly sworn, says that he/she is a ASSISTANT VICE PRESIDENT of the First Pennsylvania Bank N.A., 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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry
Notary Public

My Commission Expires:

NOTARIAL SEAL
LYNNE N. McCORRY, Notary Public
City of Philadelphia, Phila. County
My Commission Expires July 2, 1990

Exhibit A to
Release of
Security Interest

EQUIPMENT

No.	Description	BN Nos.
8	General Motors (EMD) SD-40-2 locomotives	6378-6385, inclusive