



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

(817) 878-2385.
Docket No. BN 13540

9-195A048

FEDERAL EXPRESS

July 13, 1989

RECORDATION NO 13032-D
FILED 1423

JUL 14 1989 -3 45 PM

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 February 1, 1981

Dear Ms. Lee:

I am enclosing four 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 June 16, 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 February 1, 1981, 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 1, 1981, and assigned
Recordation No. 13032.

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

Assignee/Secured Party: Sun Life Insurance Company
of America
260 Peachtree Street, N.W.
Atlanta, Georgia 30303

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

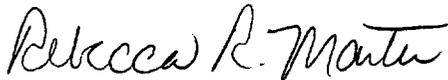
A general description of the equipment covered by the enclosed Release of Security Interest is shown on Exhibit A of said document.

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 June 16, 1989, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Lease of Railroad Equipment (ICC Recordation No. 13032, April 1, 1981), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin
Legal Assistant

RRM/rrm:db,14

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Rebecca R. Martin-Legal Assistant
Burlington Northern Railroad
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

Dear: Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/14/89, at 3:45PM and assigned recordation number(s). 7218-b, 7219-C, 7220-C, 7221-B, 7222-D, And 7408-E, 13032-D.

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 13032-D
FILED 1989

JUL 14 1989 - 3 45 PM
INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts
of which this is No. 2

RELEASE OF SECURITY INTEREST

WHEREAS, the undersigned SUN LIFE INSURANCE COMPANY OF AMERICA, as Assignee (the "Assignee") under a Collateral Assignment of Lease ("Assignment"), dated March 26, 1981, by and among RAILROAD CAR ENTERPRISES (the "Lessor") and Assignee, in connection with Lessee's Acknowledgement and Consent ("Acknowledgement"), dated March 26, 1981, by and among BURLINGTON NORTHERN INC. (the "Lessee") and Lessor;

WHEREAS, pursuant to the Assignment, all rights, title, interest, power, privileges, and remedies of Lessor were assigned to the Assignee; and

WHEREAS, all obligations under the Assignment and under the Acknowledgement have been satisfied by final payments of the Lessee;

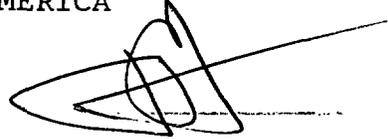
NOW, THEREFORE, for good and valuable consideration, the undersigned acknowledges payment in full and does further hereby fully release its security interest and all right, title, and interest it may have had pursuant to the Assignment and the Acknowledgement in and to the auto racks described in Exhibit A attached hereto.

The Assignment and Acknowledgement were recorded with the Interstate Commerce Commission as one document on April 1, 1981, and assigned ICC Recordation Number 13032-A.

The party below has caused this instrument to be executed in its name by its duly authorized representative on the 16TH day of JUNE, 1989.

SUN LIFE INSURANCE COMPANY
OF AMERICA

By:



Senior Vice President

ATTEST:

Karen Schnurr

STATE OF ^{CALIFORNIA} ~~GEORGIA~~)
)
COUNTY OF LOS ANGELES) ss.

On this 16TH day of JUNE, 1989, before me personally appeared THOMAS A. FRIED, to me personally known, who, being by me duly sworn, says that he/~~she~~ is a SENIOR VP of the SUN LIFE INSURANCE COMPANY OF AMERICA, 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.

Tracey N. Ackourey
Notary Public

My Commission Expires:

January 5, 1993

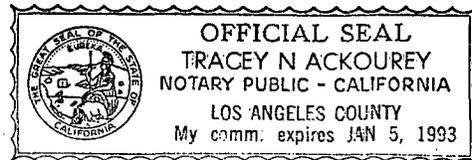


EXHIBIT "A"

<u>CAR NUMBER</u>	<u>BN RACK ID</u>
ETTX 700028	BN 4977
ETTX 803116	BN 4978
ETTX 850389	BN 4979
ETTX 802884	BN 4980
ETTX 850407	BN 4981
ETTX 850420	BN 4982
ETTX 850387	BN 4983
ETTX 850395	BN 4984
ETTX 850422	BN 4985
ETTX 850417	BN 4986
ETTX 802910	BN 4987
ETTX 802904	BN 4988
ETTX 850415	BN 4989
ETTX 850399	BN 4990
ETTX 850437	BN 4991
ETTX 850388	BN 4992
ETTX 850434	BN 4993
ETTX 850392	BN 4994
ETTX 850414	BN 4995
ETTX 850418	BN 4996
ETTX 850423	BN 4997
ETTX 850425	BN 4998
ETTX 850397	BN 5000
ETTX 802888	BN 5001
ETTX 803121	BN 5002
ETTX 850413	BN 5003
ETTX 850428	BN 5004
ETTX 850394	BN 5005
ETTX 850405	BN 5006
ETTX 850404	BN 5007
ETTX 850429	BN 5008
ETTX 850408	BN 5009
ETTX 850398	BN 5010
ETTX 850435	BN 5011
ETTX 850383	BN 5012
ETTX 850498	BN 5013
ETTX 850402	BN 5014
ETTX 850433	BN 5015
ETTX 850396	BN 5016
ETTX 850393	BN 5017
ETTX 803085	BN 5018
ETTX 850419	BN 5019
ETTX 850391	BN 5020
ETTX 850423	BN 5021
ETTX 803133	BN 5022
ETTX 850409	BN 5023
ETTX 850411	BN 5024
ETTX 803129	BN 5025
ETTX 900953	BN 5026