

LAW OFFICES

VERNER, LIIPFERT, BERNHARD, McPHERSON AND HAND

CHARTERED

JAMES M. VERNER*
EUGENE T. LIIPFERT
EMERITUS

BERL BERNHARD
HARRY MCPHERSON
LLOYD N. HAND
RONALD B. NATALIE
MARTIN S. THALER
WILLIAM C. EVANS
MICHAEL J. ROBERTS
MARK J. ANDREWS
FRITZ R. KAHN
BERNHARDT K. WRUBLE
STUART F. PIERSON
HOWELL E. BEGLE, JR.
THOMAS J. KELLER
JOHN A. MERRIGAN
RICHARD L. CYS
ROBERT L. NELSON
JOSEPH L. MANSON, III
L. JOHN OSBORN

RAYMOND S. SCZUDLO
ROGER M. WHELAN
WILLIAM H. CRISPIN
CLINTON A. VINCE
GLEN L. ORTMAN
ERWIN G. KRASNOW
DOUGLAS M. STEENLAND
JAMES F. HIBEY
LISLE C. CARTER, JR.
JULIA R. RICHARDSON
RUSSELL E. POMMER
DAVID E. MENOTTI
MICHAEL J. WILHELM
GEORGE M. FOOTE, JR.*
BUEL WHITE*
WILLIAM F. ROEDER, JR.*
LEONARD E. SANTOS
ROY G. BOWMAN
JAMES C. CONNER
HOPEWELL H. DARNEILLE, III
DOUGLAS OCHS ADLER
RILEY K. TEMPLE

SUITE 1000
1660 L STREET, N.W.
WASHINGTON, D.C. 20036
(202) 775-1000
CABLE ADDRESS: VERLIP
TELEX 90-4124 VERLIP-WSH
TELECOPIER: (202) 452-8744

VIRGINIA OFFICES
SIXTH FLOOR
8280 GREENSBORO DRIVE
MCLEAN, VIRGINIA 22102
(703) 749-6000
TELECOPIER: (703) 749-6027

10484-A ARMSTRONG STREET
FAIRFAX, VIRGINIA 22030
(703) 591-2883

ELIZABETH A. CAMPBELL
TERRENCE J. MCCARTIN
PAUL E. NORDSTROM
WILLIAM E. KENNARD
ROBERT C. FISHER
NANCY A. WODKA
LAURIE B. HORVITZ
DONNA L. ISAACKS
SHERRY A. QUIRK
DEAN R. BRENNER
FRANCES C. DELAURENTIS*
TINA M. STIKAS*
NOY S. DAVIS
CYNTHIA KEEN PERLMAN
ANDREW D. ESKIN
JOHN A. MENKE
DANIEL J. KELLY*
ROBYN J. LIPTON
LAWRENCE N. COOPER**

DON C. LEWIS
DAVID M. KATINSKY**
LESLIE M. ALDEN*
STERLING E. RIVES, III*
JOYCE ANN NAUMANN MASSEY**
GENE R. SCHLEPPENBACH
BENJAMIN H. FLOWE, JR.
SUSAN F. HECK*
R. MICHAEL REGAN, JR.*
MITCHELL E. F. PLAVE**

OF COUNSEL
PAUL C. SHEELINE
MAX N. BERRY
JOSEPH R. LOWRY*
WILLIAM F. PEDERSEN, JR.
AMY L. BONDURANT
RICHARD H. SALTSMAN

* NOT ADMITTED IN DC
** ADMITTED IN VIRGINIA

LOUIS F. BESIO
VICE PRESIDENT FOR
FINANCE AND ADMINISTRATION
WRITER'S DIRECT DIAL NUMBER

(202) 775-1084

RECORDATION NO. 15028-D FILE 1425

DEC 17 1987 - 3 45 PM
RECORDATION NO. 15028-C FILE 1425

No. 7-351A047

Date: DEC. 17, 1987
Fee \$ 0.00

BY HAND INTERSTATE COMMERCE COMMISSION

DEC 17 1987 - 3 45 PM

ICC Washington, D. C.

Noretta R. McGee, Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION
RECORDATION NO. 15028-B FILE 1425

DEC 17 1987 - 3 45 PM

ATTN: Ms. Mildred Lee, Room 2303

INTERSTATE COMMERCE COMMISSION

Dear Secretary McGee:

Enclosed for recordation under the provisions of 49 U.S.C. § 11303(a) and 49 C.F.R. Part 1177 are the original 1 and one (1) certified copy each of:

- (a) Railroad Car Net Lease Agreement, dated June 15, 1987, between Caldwell Baker Corporation, as agent for Peter V. Fazio, Jr., Trustee and owner of the involved railroad cars (hereinafter collectively referred to as "Lessor"), and Burlington Northern Railroad Company ("Lessee");
- (b) Assignment of Lease Without Recourse, dated as of December 1, 1987, between Peter V. Fazio, Jr., Trustee as stated above ("Assignor"), and Unigard Security Insurance Company ("Assignee"); and

1/ In the case of the Railroad Car Net Lease Agreement and the Partial Release, we are filing two certified copies.

Copy sent to...

TOO OFFICE OF THE SECRETARY
DEC 17 3 43 PM '87
MOTOR OPERATING UNIT

Noreta R. McGee, Secretary
December 17, 1987
Page 2

- (c) Partial Release, dated November 30, 1987, executed by Exchange National Bank of Chicago ("Releasor") in favor of Peter V. Fazio, Jr., Trustee as state above.

Certain of the cars described below relate to the primary document recorded under Recordation No. 15028. We request that the enclosed documents be cross-indexed.

The names and addresses of the parties to the documents are as follows:

Lessor: Peter V. Fazio, Jr., Trustee
c/o International Capital Equipment, Inc.
1890 Palmer Avenue
Larchmont, New York 10538

Lessee: Burlington Northern Railroad Company
9401 Indian Creek Parkway
Overland Park, Kansas 66201-9130
Attn: J.G. Hill, Director,
Fleet Control Special Equipment

Assignor: Peter V. Fazio, Jr., Trustee
c/o International Capital Equipment, Inc.
1890 Palmer Avenue
Larchmont, New York 10538

Assignee: Unigard Security Insurance Company
15805 Northeast 24th Street
Bellevue, Washington 98008
Attn: Ted Olson, Investment Department

Releasor: Exchange National Bank of Chicago
120 South LaSalle
Chicago, Illinois 60603

A description of the equipment covered by the documents is as follows: Two hundred and seven (207) one hundred ton trough hatch covered hopper cars of approximately 4,750 cubic feet bearing the railroad car numbers and markings listed on Exhibit A attached hereto and incorporated herein by reference.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Anitra D. Lanczi, Esquire
Hinckley, Allen, Snyder & Comen
One Boston Place
Boston, Massachusetts 02108

Noreta R. McGee, Secretary
December 17, 1987
Page 3

A brief summary of the enclosed documents is as follows:

In accordance with the Railroad Car Net Lease Agreement, dated June 15, 1987 ("Lease"), between Caldwell Baker Corporation, as agent for Peter V. Fazio, Jr., ("Lessor"), and Burlington Northern Railroad Company ("Lessee"), Lessor has leased 207 covered hopper cars to Lessee. Additionally, in accordance with the Assignment of Lease Without Recourse, dated as of December 1, 1987, between the Lessor and Unigard Security Insurance Company ("Assignee"), Lessor has assigned its right, title and interest (but none of its obligations) in, to and under the Lease to Assignee. Finally, Exchange National Bank of Chicago has released Peter V. Fazio, Jr., Trustee, from any claims relating to certain railroad equipment covered by the enclosed documents.

The undersigned is Interstate Commerce Commission Counsel for the above-described transaction and, as such, has knowledge of the matters set forth herein.

If you have any questions or if I may otherwise be of assistance, please do not hesitate to contact me.

Sincerely yours,


Fritz R. Kahn

Enclosures

15028-D

CERTIFICATION

District of Columbia)
) ss:
City of Washington)

On this 17th day of December, 1987, the undersigned Notary Public compared the attached copy of the Partial Release, executed by the Senior Vice President of the Exchange National Bank of Chicago, and dated November 30, 1987, and hereby certifies that it is a true and correct copy of the original of such document in all respects.



John C. Varkony
Notary Public

My Commission expires: _____ My Commission Expires January 31, 1989

RECORDATION NO. 15028-0 FILED 145

DEC 17 1987-3 45 PM

PARTIAL RELEASE

INTERSTATE COMMERCE COMMISSION

TO ALL OF WHOM THESE PRESENTS SHALL COME OR MAY CONCERN, KNOW THAT **EXCHANGE NATIONAL BANK OF CHICAGO**, a national banking association, organized under the laws of the United States of America, as ("Releasor"), in consideration of the sum of ONE DOLLAR (\$1.00), paid by or on behalf of **PETER V. FAZIO, JR.**, not individually, but solely as Trustee under a Trust Agreement dated July 31, 1984 ("Obligor"), receipt and sufficiency of which is hereby acknowledged, releases from any and all claims and demands whatsoever, in law, or equity which, against the Obligor, the Releasor, its successors and assigns ever had, now have or hereafter can, shall or may, have for, upon, or by reason of, arising out of or in connection with those twelve (12) covered Hopper Rail Cars described more fully in Exhibit "A", attached hereto, which were specifically assigned by Obligor to Releasor as collateral pursuant to a certain Security Agreement (Chattel Mortgage) dated December 21, 1984, and recorded with the Interstate Commerce Commission on January 2, 1985, as Recordation No. 14526; and in connection with those eighty-four (84) covered Hopper Rail Cars described more fully in Exhibit "B", attached hereto, which were specifically assigned by Obligor to Releasor as collateral pursuant to a certain Security Agreement (Chattel Mortgage) dated July 31, 1986, and recorded with the Interstate Commerce Commission on August 14, 1986, as Recordation No. 15028.

IN WITNESS WHEREOF, EXCHANGE NATIONAL BANK OF CHICAGO, a national banking association, by its duly authorized officer has hereunto set his hand and seal this 30TH day of November, 1987.

EXCHANGE NATIONAL BANK OF CHICAGO

By: [Signature]
Its: SR. VICE PRESIDENT

ATTEST:

By: [Signature]
Its: V.P.

EXHIBIT "A"

<u>Car #</u>	<u>Car Size</u>	<u>Serial #</u>
800856	4750	50802
800866	4750	50897
800867	4750	50898
800868	4750	50899
800870	4750	50906
800871	4750	50908
800873	4750	50921
801041	4750	50839
801042	4750	50892
800862	4427	48873
800874	4740	50937
801035	4740	49418

EXHIBIT "B"

Railroad Car Numbers

800864	801395	801352	801130
801119	801396	801355	801145
801122	801399	801204	801148
801127	801403	801214	801153
801128	801407	801342	801158
801135	801199	801356	801169
801136	801200	801380	801184
801143	801206	801391	801217
801146	801208	801368	801309
801154	801210	801378	801316
801160	801211	801384	801317
801163	801218	801387	801328
801167	801221	801390	801336
801174	801307	801392	801341
801189	801311	801393	801343
801191	801312	801394	801348
801196	801314	801405	801349
801197	801324	801408	801367
801386	801331	801188	801375
801388	801335	801036	801376
801389	801340	801040	801377