

RECORDATION NO. 7032-A
SEP 12 1988 12 30 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 7059-A
SEP 12 1988 12 34 PM
INTERSTATE COMMERCE COMMISSION

United States
Lease Financing, Inc.



733 Front Street
San Francisco, California 94111
(415) 627-9276
Fax: (415) 398-7029

September 7, 1988

Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Attn: Mrs. Mildred Lee, Room 2303

Gentlemen:

No. 8-253A041
Date SEP 12 1988
Fee \$ 13.00
ICC Washington, D.C.

Enclosed for recordation under provisions of Section 11303 (formerly 20C) of the Interstate Commerce Act and the regulations promulgated thereunder, as amended, is the original and three counterparts of a Release of Security Interest which is a supplement to a Lease and Assignment recorded with the Interstate Commerce Commission on May 23, 1973 and assigned ICC Recordation Number 7032-A and the Conditional Sale Agreements which were recorded with the Interstate Commerce Commission on May 23, 1973 and June 13, 1973 and assigned ICC Recordation Numbers 7032 and 7059, respectively.

The name and address of the party to the enclosed is:

SECURED PARTY: The Boatmen's National Bank of St. Louis
The Boatmen's Tower
100 North Broadway
St. Louis, Missouri 63166

The general description of the Equipment is described in the Exhibit to the Release.

The undersigned is an officer of the Trustee and is knowledgeable of the matters set forth herein.

Enclosed is a remittance of \$13.00 covering the required recording fee.

Please return three copies of the Release to my attention.

Very truly yours,

Walter J. Michael
Walter J. Michael
Treasurer
415/627-9283

WJM/jr
Encl.

SEP 12 12 25 PM '88
MOTOR OPERATING UNIT
ICC OFFICE OF THE SECRETARY

Interstate Commerce Commission
Washington, D.C. 20423

9/12/88

OFFICE OF THE SECRETARY

Walter J. Michael
Treasurer
United States Lease Financing, Inc.
733 Front Street
San Francisco, Calif. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/12/88 at 12:30pm, and assigned recordation number(s). 7032-D, & 7059-A released

Sincerely yours,

Narita R. McLee

Secretary

Enclosure(s)

RECORDATION NO. 7032-A

SEP 12 1988 12 38 PM

INTERSTATE COMMERCE COMMISSION

RELEASE OF SECURITY INTEREST

WHEREAS, the undersigned THE BOATMAN'S NATIONAL BANK OF ST. LOUIS, as Agent (the "Agent") is the holder of a Security Interest in certain locomotives pursuant to a Lease of Railroad Equipment dated as of May 1, 1973 between Burlington Northern Railroad Company (successor to St. Louis - San Francisco Railway company (the "Lessee") and Trust Company for USL, Inc. (the "Lessor"), as Trustee under a Trust Agreement dated May 1, 1973 and Assignment of Lease and Agreement dated as of May 1, 1973 between Lessor and Agent; and

WHEREAS, two Conditional Sale Agreements dated as of May 1, 1973 among General Motors Corporation (GMC) and General Electric Company (GE), (the "Agreements"), the Lessor and Lessee and Agreements and Assignments thereto, dated as of May 1, 1973 (the "Assignments") were assigned to Agent to secure payment of certain Certificates of Interest issued by Agent; and

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

WHEREAS, all obligations under the Agreements and Assignments and Lease and Assignment have been satisfied by final payments of the Certificates of Interest issued by the Agent; now.

WHEREFORE, for good and valuable consideration the undersigned acknowledges payment in full and does further hereby release its Security Interest and all its rights, title and interest in and to the locomotives described in Exhibit A attached hereto.

The Lease and Assignment thereto were recorded with the Interstate Commerce Commission on May 23, 1973 and assigned ICC recordation number 7032-A. The Conditional Sale Agreement with GE and assignment thereto was filed with the Interstate Commerce Commission on May 23, 1973 and assigned ICC recordation number 7032. The Conditional Sale Agreement with GMC and assignment thereto was recorded with the Interstate Commerce Commission on June 13, 1973 and assigned ICC recordation number 7059.

The party below has caused this instrument to be executed in its name by its duly authorized representative on the 6th day of September, 1988.

^E
THE BOATMAN'S NATIONAL BANK
OF ST. LOUIS, as Agent

(SEAL)

By: [Signature]

Its Vice President

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Missouri)
County of St. Louis) SS:

On this 6th day of September, 1988, before me personally appeared Calvin C. Cole, to me personally known, who being by me sworn, says that he is Vice President of The Boatmen's National Bank of St. Louis, that the seal affixed to the foregoing instrument is the seal of said entity, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joy Marie Lincoln
Notary Public

JOY MARIE LINCOLN
NOTARY-PUBLIC - STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES OCT. 16, 1990

(SEAL)

My commission expires: October 16, 1990

Exhibit A to
Release of
Security Interest

Description of Locomotives

	<u>Original Road Nos.</u>	<u>Current Road Nos.</u>
Twenty-six (26) model GP-38-2 2000 H.P. diesel-electric locomotives	SLSF400	EN2255
	SLSF401	EN2256
	SLSF402	EN2257
	SLSF403	EN2258
	SLSF404	EN2259
	SLSF405	EN2260
	SLSF406	EN2261
	SLSF407	EN2262
	SLSF408	EN2263
	SLSF409	EN2264
	SLSF410	EN2265
	SLSF411	EN2266
	SLSF412	EN2267
	SLSF413	EN2268
	SLSF414	EN2269
	SLSF415	EN2270
	SLSF416	EN2271
	SLSF417	EN2272
	SLSF418	EN2273
	SLSF419	EN2274
	SLSF420	EN2275
	SLSF421	EN2276
	SLSF422	EN2277
	SLSF423	EN2278
	SLSF424	EN2279
SLSF425	EN2280	
Nine (9) model U30B 3000 H.P. diesel-electric locomotives	SLSF844	EN5782
	SLSF845	EN5783
	SLSF846	EN5784
	SLSF847	EN5785
	SLSF849	EN5787
	SLSF850	EN5788
	SLSF851	EN5789
	SLSF852	EN5790
	SLSF853	EN5791