



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

8-195A047

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

(817) 878-2385
Docket No. BN 4181

FEDERAL EXPRESS

July 13, 1989

RECORDATION NO. 7408-E FILED 1425
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, 1974

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 July 6, 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, 1974, is conveyed to
Burlington Northern Railroad Company.

The primary document to which the Release of Security
Interest is connected, was recorded with the Interstate
Commerce Commission on February 22, 1974, and assigned
Recordation No. 7408-B.

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 19101-7558

Ms. Mildred Lee
July 13, 1989
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Purchaser: Burlington Northern Railroad Company
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 6, 1989, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Lease of Railroad Equipment (ICC Recordation No. 7408-B, February 22, 1974), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin
Legal Assistant

RRM/rrm:db,13

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, 7 And 7408-E, 13032-D.

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION 1:3

7408-E
FILED 1428

JUL 14 1989 -3 45 PM

Executed in 7 Counterpar
of which this is No. 2

INTERSTATE COMMERCE COMMISSION

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 February 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 February 1, 1974, between The Colorado and Southern Railway Company and Burlington Northern Inc. (both now Burlington Northern Railroad Company) (the "Lessee" and "Guarantor" respectively), and the Lessor, as Trustee under a Trust Agreement dated February 1, 1974; and

WHEREAS, a Conditional Sale Agreement (the "Agreement") dated as of February 1, 1974, among General Motors Corporation ("GMC"), Lessor, and Guarantor, and an Agreement and Assignment thereof (the "Assignment"), dated as of February 1, 1974, were assigned to Agent to secure payment of certain Certificates of Interest issued by Agent; and

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

WHEREAS, all obligations under the Agreement, the Assignment, 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 Agreement, the Assignment, 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 February 22, 1974, and assigned ICC recordation numbers 7408-B and 7408-C, respectively. The Conditional Sale Agreement with GMC and the Assignment thereof were recorded with the Interstate Commerce Commission on February 22, 1974, and assigned ICC recordation numbers 7408 and 7408-A, respectively.

The party below has caused this instrument to be executed in its name by its duly authorized representative on the 6th day of July, 1989.

FIRST PENNSYLVANIA BANK N.A.

By: 

ATTEST:

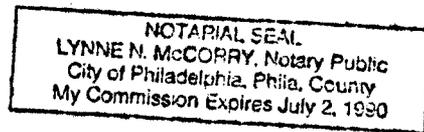


STATE OF PENNSYLVANIA)
) ss.
COUNTY OF PHILADELPHIA)

On this 6th day of July, 1989, before me personally appeared George J. Raeyis, to me personally known, who, being by me duly sworn, says that he/she is a Corp. Trust Officer 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:



Description of Locomotives

- 9 SD-40-2 Locomotives
Numbers BN 6366, BN 6368-6373,
BN 6850 and BN 6950