BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

(817) 878-2385

9-195A046

Docket No. BN 3881

RECORDATION NO 7222-D FILED 1425

JUL 14 1989 -3 45 PM

INTERSTATE COMMERCE COMMISSION

FEDERAL EXPRESS

July 13, 1989

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 September 1, 1973

Dear Ms. Lee:

I am enclosing three 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 29, 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 September 1, 1973, 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 November 7, 1973, and assigned Recordation No. 7222.

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

Agent/Secured Party: First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 84111

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 June 29, 1989, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Lease of Railroad Equipment (ICC Recordation No. 7222, November 7, 1973), conveying the equipment described on Exhibit A of said document.

Very truly yours,

Rebecca R. Martin

Rebecca R. Martin
Legal Assistant

RRM/rrm:db,12

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

Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO 2222-D FILED 1425
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INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts
of which this is No. 5

RELEASE OF SECURITY INTEREST

WHEREAS, the undersigned First Security Bank of Utah, N.A., as Agent (the "Agent") under a Finance Agreement dated as of September 1, 1973, by and among The Chase Manhattan Bank, N.A. (the "Interim Investor"), Society National Bank of Cleveland (the "Vendee" or "Lessor") and Burlington Northern Inc. (now Burlington Northern Railroad Company) (the "Guarantor"), in connection with a Conditional Sale Agreement dated September 1, 1973, by and among the Guarantor, General Motors Corporation (Electro-Motive Division) ("GMC") and the Vendee, and a Lease of Railroad Equipment by and between the Lessor and the Guarantor, is the holder of a Security Interest in certain locomotives under an Agreement and Assignment dated September 1, 1973, and an Assignment of Lease and Agreement dated as of September 1, 1973, by and between Lessor and Agent; and

WHEREAS, a Conditional Sale Agreement (the "Agreement") dated as of September 1, 1973, among GMC, Vendee, and Guarantor, and an Agreement and Assignment thereto (the "Assignment"), dated as of September 1, 1973, were assigned to Agent to secure payment of certain Certificates of Interest issued by Agent; and

WHEREAS, pursuant to the Agreement and Assignment thereto and the Lease and Assignment thereof, 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 and Assignment and Lease and Assignment have been satisfied by final payments of the Certificates of Interest issued by the Agent; now

WHERETOFORE, 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 thereof were recorded with the Interstate Commerce Commission on November 7, 1973, and assigned ICC recordation number 7222. The Conditional Sale Agreement with GMC and Assignment thereof were recorded with the Interstate Commerce Commission on November 7, 1973, and assigned ICC recordation number 7221.

The party below has caused this instrument to be executed in its name by its duly authorized representative on the 29 day of June, 1989.

FIRST SECURITY BANK OF UTAH, N.A.
As Agent

By: R Clayton

ASSISTANT VICE PRESIDENT

ATTEST:

Jodie B Curtis

STATE OF UTAH )
) ss.
COUNTY OF SALT LAKE )

On this 29 day of June, 1989, before me personally appeared T L Clayton, to me personally known, who, being by me duly sworn, says that he/she is an Asst V. Pres of the First Security Bank of Utah, 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.

Edith W. Ogilvie
Notary Public

My Commission Expires:
10-26-89

Exhibit A to
Release of
Security Interest

Description of Locomotives

10 SD-40-2 Locomotives
Numbers 6824-6833 Inclusive