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16095-F
#15

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*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

RECORDATION NO

16095-F
FILED 1425

NOV 22 1989 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

November 21, 1989

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of a Partial Release of Security Interest dated November 21, 1989, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document supplements the Conditional Sale Agreement and Indenture dated as of November 1, 1988, the related Agreement and Assignment, the Lease of Railroad Equipment and the Assignment of Lease and Agreement, each dated as of November 1, 1988, which were filed and recorded on December 19, 1988 under Recordation Numbers 16095 through 16095-C, respectively.

The name and address of the party executing the enclosed document is:

The Connecticut Bank and Trust Company,
National Association, as Owner-Trustee
One Constitution Plaza
Hartford, CT 06115

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

CT. Kappler

NOV 22 1989

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Ms. Noreta R. McGee
November 21, 1989
Page 2

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Partial Release of Security Interest dated November 21, 1989 executed by The Connecticut Bank and Trust Company, National Association, as Owner-Trustee covering locomotives bearing BN marks and numbers 2810 through BN 2832 and 3509 through 3523, each both inclusive.

Very truly yours,


Charles T. Kappler

CTK/skh
Enclosures

EXHIBIT A

<u>CLASS</u>	<u>UNIT NO.</u>
GP39M	BN 2810 - BN 2832, both inclusive
GP40M	BN 3509 - BN 3523, both inclusive

Interstate Commerce Commission
Washington, D.C. 20423

11/22/89

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

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 11/22/89 at 11:35^{am} and assigned recordation number(s). 16095-F & 16095-G

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 16095-F FILED 1989

NOV 22 1989 -11 35 AM
INTERSTATE COMMERCE COMMISSION

RELEASE OF SECURITY INTEREST

WHEREAS, a Conditional Sale Agreement and Indenture dated as of November 1, 1988, was heretofore executed by and among The Connecticut Bank and Trust Company, National Association, as Owner Trustee (the "Owner Trustee"), and General Motors Corporation (Electro-Motive Division) and M-K Industrial Services Company, as Builders (the "Indenture"); and

WHEREAS, an Agreement and Assignment dated as of November 1, 1988, was heretofore executed by and among General Motors Corporation (Electro-Motive Division) and M-K Industrial Services Company, as Builders, and Meridian Trust Company, as Indenture Trustee (the "Indenture Trustee"), (the Agreement and Assignment are herein collectively referred to as the "Assignment"); and

WHEREAS, a Lease of Railroad Equipment dated as of November 1, 1988 was heretofore executed by and between Burlington Northern Railroad Company, as Lessee (the "Lessee"), and the Owner Trustee (the "Lease"); and

WHEREAS, an Assignment of Lease and Agreement dated as of November 1, 1988 was heretofore executed by and between the Owner Trustee, and the Indenture Trustee as Agent (the "Lease Assignment") (the Indenture, the Assignment, the Lease and the Lease Assignment are herein collectively referred to as the "Agreements"); and

WHEREAS, by the terms of said Agreements, the Owner Trustee did purport to lease to the Lessee the railroad equipment described in Exhibit A hereto (the "Equipment"); and

WHEREAS, the Indenture, the Assignment, the Lease and the Lease Assignment were filed on December 19, 1988 as Recordation Numbers 16095, 16095C, 16095B and 16095A respectively with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act; and

WHEREAS, the Equipment was never actually purchased by the Owner Trustee nor leased to the Lessee as described in the Agreements.

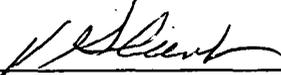
NOW, THEREFORE, the Owner Trustee, in accordance with the provisions of the Agreements, does hereby (a) acknowledge that the Equipment was never actually purchased by the Owner Trustee nor leased to the Lessee as described in the Agreements; and (b) release any security interest in the Equipment described in Exhibit A.

This Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Owner Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto duly affixed and attested by its officers thereunto duly authorized this __ day of November, 1989.

THE CONNECTICUT BANK
AND TRUST COMPANY,
NATIONAL ASSOCIATION

[SEAL]



ATTEST

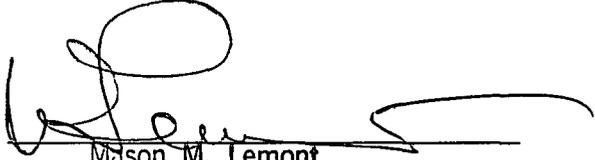
By: 
Mason M. Lemont
Vice President

EXHIBIT A

<u>CLASS</u>	<u>UNIT NO.</u>
GP39M	BN 2810 - BN 2832, both inclusive
GP40M	BN 3509 - BN 3523, both inclusive