

9-326A020

#15
16095-6

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

November 21, 1989

RECORDATION NO 16095-6 FILED 1425
TELEX 440367 AND A

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

NOV 22 1989 - 11 35 AM
INTERSTATE COMMERCE COMMISSION

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:

Meridian Trust Company, as Indenture Trustee-Agent
35 North Sixth Street
Reading, PA 19601

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.

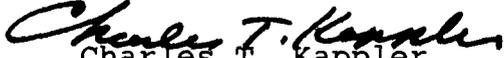
Charles T. Kappler

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 Meridian Trust Company, as Indenture Trustee-Agent 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

RECORDED BY 16095-14 FILED 1425

NOV 22 1989 -11 35 AM

RELEASE OF SECURITY INTEREST INTERSTATE COMMERCE COMMISSION

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 Indenture 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.

STATE OF PENNSYLVANIA)
) SS
COUNTY OF BERKS)

On this *21st* day of *November* 1989, before me personally appeared Stephen J. Kaba, to me personally known, who, being by me duly sworn, says that he is a Vice President of Meridian Trust Company, 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Colleen M. Caltagirone
Notary Public

My Commission Expires:

<p>NOTARIAL SEAL Colleen M. Caltagirone, Notary Public Reading, Berks County, PA My Commission Expires 2 - 25 - 91</p>

EXHIBIT A

CLASS

UNIT NO.

GP39M

BN 2810 - BN 2832, both inclusive

GP40M

BN 3509 - BN 3523, both inclusive