

LAW OFFICES
ALVORD AND ALVORD

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

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
JAMES C. MARTIN, JR.*

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

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FOR OPERATING UNIT

1-351A014

December 17, 1991

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8217-E 8217-
REGISTRATION (3) FILED 1423

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

DEC 17 1991 12 29 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are six (6) counterparts of a Lease Termination Notice and Release dated as of December 12, 1991, as secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Lease of Railroad Equipment dated as of January 1, 1976 which was filed and recorded on February 19, 1991 under Recordation Numbers 8217-B.

The names and addresses of the parties to the enclosed document are:

Burlington Northern Railroad Company
176 E. Fifth Street
St. Paul, Minnesota 55101

United States Trust Company of New York
114 West 47th Street
New York, New York 10036-1532

A description of the railroad equipment covered by the enclosed document is 45 3000 horsepower diesel-electric locomotives model SD40-2, bearing road numbers BN 6708 through 6752.

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Counterparts - C.T. Kappler

Sidney L. Strickland, Jr.
December 17, 1991
Page Two

Kindly return five (5) stamped counterparts of the enclosed document to the undersigned.

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

Full termination of Lease.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

12/17/91

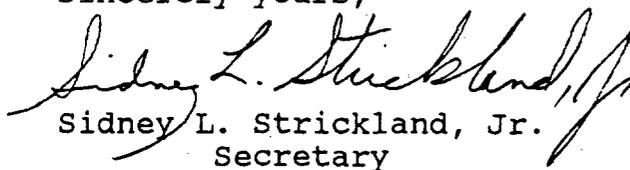
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord And Alvord
200 World Center Building
918 Sixteenth Street, NW
Washington, DC 20006-2973

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 12/17/91 at 12:30PM, and assigned recordation number(s). 8217-E, 17006-A and 17486-A.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDED 8217-E FILED 1423

EXECUTED IN 6 COUNTERPARTS OF WHICH THIS IS NO. 6

DEC 17 1991 10 20 PM

INTERSTATE COMMERCE COMMISSION

LEASE TERMINATION NOTICE AND RELEASE dated as of December 12, 1991, by BURLINGTON NORTHERN RAILROAD COMPANY, and by UNITED STATES TRUST COMPANY OF NEW YORK, not in its individual capacity but solely as trustee under the Trust Agreement dated as of January 1, 1976, with General Electric Credit Corporation, Union Bank & Trust Company, and Packers National Bank in Omaha;

WHEREAS Burlington Northern Railroad Company, under its then name, Burlington Northern Inc., and United States Trust Company of New York, as trustee as aforesaid, have entered into a Lease of Railroad Equipment dated as of January 1, 1976, covering 45 3000 horsepower diesel-electric locomotives, model SD 40-2, bearing the road numbers BN 6708 through 6752;

WHEREAS said Lease of Railroad Equipment has been recorded with the Interstate Commerce Commission pursuant to section 20c of the Interstate Commerce Act on February 19, 1976, and assigned recordation number 8217-B;

WHEREAS the term of said Lease of Railroad Equipment has expired and has not been renewed, and the parties hereto wish to provide notice thereof for the public record.

NOW, THEREFORE, the parties hereto do hereby acknowledge the expiration of said Lease of Railroad Equipment, and Burlington Northern Railroad Company does hereby release and discharge any of its right and interest in and to the railroad equipment covered thereby.

IN WITNESS WHEREOF, the parties hereto have caused this notice and release to be duly executed by their respective officers thereunto duly authorized.

BURLINGTON NORTHERN RAILROAD COMPANY

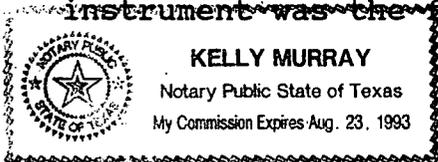
By: [Signature]
Robert F. McKenney
Title: Vice President and Treasurer

UNITED STATES TRUST COMPANY OF NEW YORK,
not in its individual capacity but
solely as trustee

By: [Signature]
Title: _____

STATE OF TEXAS)
)
COUNTY OF TARRANT)

On this 12th day of December, 1991, before me personally appeared Robert F. McKenney, to me personally known who, being by me duly sworn, says that he is Vice President and Treasurer of Burlington Northern Railroad Company, that the foregoing instrument was signed on behalf of said company 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 company.



Kelly Murray
Notary Public

My commission expires:

August 23, 1993

STATE OF NEW YORK)
)
COUNTY OF NASSAU)
~~NEW YORK~~)

On this 13th day of December, 1991, before me personally appeared GERALD CANEY, to me personally known who, being by me duly sworn, says that he is VICE PRESIDENT of United States Trust Company of New York, that the foregoing instrument was signed on behalf of said company 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 company.

Thomas McCutcheon
Notary Public

My commission expires:

THOMAS McCUTCHEON
NOTARY PUBLIC, State of New York
No. 486E095
Qualified in Nassau County
Commission Expires April 16, 1992