

RECORDATION NO. 18645-A FILED ✓

JAN 26 '98 2-45 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER
RECORDATION NO. 6752-9 FILED

JAN 26 '98 2-45 AM

January 26, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two copies of a Partial Release of Security Interest, dated January 23, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security and Support Agreement which was previously filed with the Commission under Recordation Number 18645.

Please cross-index under Recordation Number 6752.

The name and address of the party to the enclosed document are:

Secured Party: MetLife Capital Corporation
10900 NE 4th Street
Bellevue, WA 98004

- A description of the railroad equipment covered by the enclosed documents is:
- three hundred forty-seven (347) railcars described on Exhibit A attached hereto.

Courtesy - Jwb.

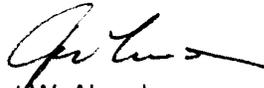
JAN 26 2 45 AM '98
SURFACE TRANSPORTATION BOARD

Vernon A. Williams
January 26, 1998
Page 2

Also enclosed is a check in the amount of \$48.00 payable to the order of the Surface Transportation Board covering the required recordation fees.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

EXHIBIT A

DESCRIPTION OF EQUIPMENT

Description, Original Mark and Number of Items of Equipment: 347 Fifty foot, 70 ton box cars, bearing the following numbers:

BOXCARS

BN 214302-214304 inclusive
BN 214306-214339 inclusive
BN 214341-214345 inclusive
BN 214347-214367 inclusive
BN 214369
BN 214371
BN 214374
BN 214376-214379 inclusive
BN 214381-214382 inclusive
BN 214384-214396 inclusive
BN 214398-214416 inclusive
BN 214418-214422 inclusive
BN 214424-214436 inclusive
BN 214438-214440 inclusive
BN 214442-214443 inclusive
BN 214445-214453 inclusive
BN 214455
BN 214457-214474 inclusive
BN 214476-214479 inclusive
BN 214481-214489 inclusive
BN 214491-214493 inclusive
BN 214496-214498 inclusive
BN 214500-214509 inclusive
BN 214512-214516 inclusive
BN 214520

BN 214522-214533 inclusive
BN 214535-214538 inclusive
BN 214540
BN 214542-214548 inclusive
BN 214550-214551 inclusive
BN 214553-214569 inclusive
BN 214571-214582 inclusive
BN 214584-214586 inclusive
BN 214588
BN 214590-214598 inclusive
BN 214600
BN 214602-214609 inclusive
BN 214611-214620 inclusive
BN 214622-214625 inclusive
BN 214627-214628 inclusive
BN 214630-214635 inclusive
BN 214637-214639 inclusive
BN 214642-214650 inclusive
BN 214653-214671 inclusive
BN 214673-214677 inclusive
BN 214679-214692 inclusive
BN 214694-214699 inclusive
SLSF 42440
SLSF 42493

TOTAL 347 BOXCARS

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

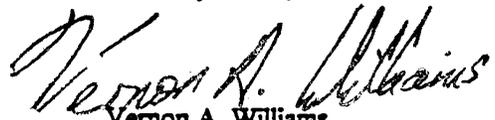
Robert W. Alvord
Alvord and Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

DATE: 1/26/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 1/26/98 at 2:45 PM, and
assigned recordation number(s). 18645-A and 6752-J

Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 48.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature 

MetLife Capital Corporation
10900 NE 4th Street, Suite 500, Bellevue, WA 98004-5853
Mailing Address: C-97550, Bellevue, WA 98009-7550
Tel 425 451-0090

MetLife® Capital
RECORDATION NO. 18645 FILED

PARTIAL RELEASE OF SECURITY INTEREST JAN 26 '98 2-45 AM

The undersigned, METLIFE CAPITAL CORPORATION, Secured Party, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, hereby terminates, releases and discharges its security interest in and to the following railroad equipment and lease, to wit:

- (a) the 347 railcars bearing BN and SLSF reporting marks and road numbers described on Exhibit A attached hereto (the "Railcars"); and
- (b) the Lease of Railroad Equipment, as amended (the "Lease"), between Residual Based Finance Corporation, as Lessor, and Burlington Northern Railroad Company, as Lessee, originally recorded with the Interest Commerce Commission on September 27, 1972 under Recordation Number 6752-B, but only insofar as said Lease relates to the aforesaid Railcars.

Such security interest was granted pursuant to that certain Security and Support Agreement, dated as of December 30, 1993 (the "Security Agreement"), by Residual Based Finance Corporation, in favor of the Secured Party (Recordation Number 18645, Recorded on January 7, 1994).

Nothing herein contained shall be deemed to discharge, terminate or release the security interest held by the Secured Party on any other railroad equipment or collateral under the aforesaid Lease and Security Agreement.

Dated this 23 day of January, 1998

METLIFE CAPITAL CORPORATION

By: 

Title: Vice President

Sate of Washington)
)
County of King) ss:

On this 23 day of January, 1998, before me personally appeared Scott Rhodes, to me personally known, who being by me duly sworn, says that (s)he is a Vice President, of METLIFE CAPITAL CORPORATION and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Benee F. Harrison
Notary Public

(Notarial Seal)

My Commission expires: 12/1/2001

pk

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TOTAL 347 BOXCARS