

RECORDATION NO. 5769-B FILED 1994

DEC 19 1994 - 3 30 PM

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December 19, 1994

0100460007

**Louis E. Gitomer**  
Direct Dial: (202)466-6532

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals and three certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is an Instrument of Satisfaction and Release, dated as of December 15, 1994, a secondary document. The primary documents to which this is connected are recorded under Recordation Nos. 5768 and 5769. We request that this document be recorded under Recordation No. 5768-D and 5769-B.

The name and address of the party to the Instrument of Satisfaction and Release is:

Assignee:

Mercantile-Safe Deposit and Trust Company  
2 Hopkins Plaza  
Baltimore, MD 21203

A description of the equipment covered by the document consists of 12 3,600 horsepower F 45 diesel electric locomotives numbered BN 6614-6625, inclusive, and 20 3,600 horsepower SD 45 diesel electric locomotives numbered BN 6472-6491, inclusive.

A fee of \$42.00 is enclosed. Please return three originals and one certified copy to:

Louis E. Gitomer  
Of Counsel  
Ball, Janik & Novack  
Suite 1035  
1101 Pennsylvania Avenue, N.W.  
Washington, DC 20004

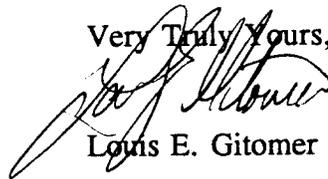
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BALL, JANIK & NOVACK

Honorable Vernon A. Williams  
December 19, 1994  
Page 2

A short summary of the document to appear in the indexes follows: an Instrument of Satisfaction and Release by Mercantile-Safe Deposit and Trust Company, 2 Hopkins Plaza, Baltimore, MD 21203, covering 12 3,600 horsepower F 45 diesel electric locomotives numbered BN 6614-6625, inclusive, and 20 3,600 horsepower SD 45 diesel electric locomotives numbered BN 6472-6491, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name below.

Louis E. Gitomer

Enclosures

REC'D  
DEC 19 1994 - 3 20 PM  
INTERSTATE COMMERCE COMMISSION

SATISFACTION AND RELEASE

THIS INSTRUMENT OF SATISFACTION AND RELEASE is dated as of December 15, 1994, 1994, and is made by **Mercantile-Safe Deposit and Trust Company**, a Maryland corporation, as Agent under Finance Agreement dated June 1, 1970 ("Mercantile-Safe").

W I T N E S S E T H :

WHEREAS, pursuant to a Conditional Sale Agreement ("Agreement") dated as of June 1, 1970, General Motors Corporation (Electro-Motive Division), a Delaware corporation ("GMC"), manufactured and sold to Bankers Trust Company, as Trustee under Trust Agreement dated June 1, 1970, with General Electric Credit Corporation ("Bankers") certain railroad equipment, including locomotive units numbered 6614-6625, as amended, and 6472-6491 ("Locomotive Units"), which said Agreement was recorded at the Interstate Commerce Commission ("ICC") on June 29, 1970, in Recordation No. 5768;

WHEREAS, pursuant to an Agreement and Assignment dated June 1, 1970 ("Assignment") recorded at the ICC on July 9, 1970, as Recordation No. 5768-A, GMC assigned all of its rights in and to the Agreement to Mercantile-Safe;

WHEREAS, pursuant to a Lease of Railroad Equipment dated June 1, 1970 ("Lease"), Bankers leased to Burlington Northern, Inc., a Delaware corporation ("Burlington Northern") all of the

Locomotive Units. Said Lease was recorded at the ICC on June 29, 1970, as Recordation No. 5769;

WHEREAS, a Supplemental Agreement dated July 1, 1970 was recorded with the ICC on August 3, 1970 as Recordation No. 5769-A wherein the above-mentioned parties agreed to amend the road numbers identified in the Agreement, the Assignment and Lease to be Locomotive Units 6614-6625 and 6472-6491, in place of the previous description, 441-452 and 6472-6491;

WHEREAS, Mercantile-Safe desires to execute this instrument to evidence for the public record the satisfaction and release of all the obligations of GMC and rights of Mercantile-Safe, as Agent, to the Locomotive Units under the documents filed of record with the ICC.

NOW, THEREFORE, in consideration of the premises:

Mercantile-Safe does hereby acknowledge and confirm for the public record the satisfaction and release of its interests, and all rights and obligations, as Agent, arising under the documents subject to ICC Recordation Nos. 5768, 5768-A, 5769, and 5769-A with respect to the Locomotive Units.

IN WITNESS WHEREOF, Mercantile-Safe has executed or caused this instrument to be executed as of the date first above written.

MERCANTILE-SAFE DEPOSIT  
AND TRUST COMPANY

By Robert D. Brown  
Name: Robert D. Brown  
Title: Corporate Trust Officer



**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy to the original Instrument of Satisfaction and Release, dated as of December 15, 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



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Louis E. Gitomer  
December 19, 1994