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September 12, 1995

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RECORDATION NO. 5950-C FILED

SEP 12 1995 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

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

Dear Secretary Williams:

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

The document is a Satisfaction and Release, dated as of September 1, 1995, a secondary document. The primary document to which this is connected is recorded under Recordation No. 5950-A. We request that this document be recorded under Recordation No. 5950-C.

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

Lender:

Sanwa Bank California, formerly known as  
Golden State Sanwa Bank, created by merger of  
Lloyds Bank California, formerly known as First  
Western Bank and Trust Company  
235 Montgomery Street  
San Francisco, CA 94104

A description of the equipment covered by the document consists of 45 3600 horsepower SD45 locomotives numbered BN 6498-6542, inclusive, and 20 3600 horsepower F-45 locomotives numbered BN 6626-6645, inclusive.

*Counterparts of [Signature]*

LICENSED BUSINESS  
SEP 12 11 30 AM '95

BALL, JANIK & NOVACK

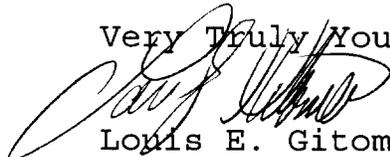
The Honorable Vernon A. Williams  
September 12, 1995  
Page 2

A fee of \$21.00 is enclosed. Please return one original to:

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

A short summary of the document to appear in the index follows: a Satisfaction and Release by Sanwa Bank California, formerly known as Golden State Sanwa Bank, created by merger of Lloyds Bank California, formerly known as First Western Bank and Trust Company, 235 Montgomery Street, San Francisco, CA 94104, covering 45 3600 horsepower SD45 locomotives numbered BN 6498-6542, inclusive, and 20 3600 horsepower F-45 locomotives numbered BN 6626-6645, inclusive.

Very Truly Yours,



Louis E. Gitomer  
Counsel for MK Rail Corporation

Enclosures



Interstate Commerce Commission  
Washington, D.C. 20423-0001

9/12/95

Office Of The Secretary

Louis E. Gitomer  
Ball, Janik & Novack  
1101 Pennsylvania Ave., NW., Ste. 1035  
Washington, DC., 20004

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 9/12/95 at 11:35AM , and assigned recordation number(s). 5950-C.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100768036)

\$ 21.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 5950-C FILED 1995

SEP 12 1995 -11 25 AM

INTERSTATE COMMERCE COMMISSION

SATISFACTION AND RELEASE

THIS INSTRUMENT OF SATISFACTION AND RELEASE is dated as of September 1, 1995, and is made by SANWA BANK CALIFORNIA, a California banking corporation, as successor Trustee under a Trust Agreement dated as of February 1, 1971, between First Western Bank and Trust Company ("First Western"), United California Bank, Wells Fargo Bank, N.A., and The First National Bank of Denver.

W I T N E S S E T H :

WHEREAS, pursuant to a Conditional Sale Agreement ("Agreement") dated as of February 1, 1971, General Motors Corporation (Electro-Motive Division), a Delaware corporation ("GMC"), manufactured and sold to First Western certain railroad equipment, including locomotive unit BN 6520 (collectively, the "Locomotive Units"), which said Agreement was recorded at the Interstate Commerce Commission ("ICC") on February 22, 1971, in Recordation No. 5950-A;

WHEREAS, pursuant to a Lease of Railroad Equipment dated February 1, 1971 ("Lease"), First Western leased to Burlington Northern Inc., a Delaware corporation ("Burlington Northern") all of the Locomotive Units. Said Lease was recorded at the ICC on February 22, 1971, as Recordation No. 5950-B;

WHEREAS, on September 3, 1974, First Western changed its name to Lloyds Bank California. On September 2, 1986, Lloyds Bank California was merged into Golden State Sanwa Bank, which

subsequently changed its name to Sanwa Bank California effective May 21, 1985. By operation of law, Sanwa Bank California succeeded through merger to all rights and privileges (including trusteeships and other fiduciary and representative capacities) of Lloyds Bank California, including the capacity of First Western in the above described recitals as Trustee.

WHEREAS, Sanwa Bank California desires to execute this instrument to evidence for the public record the release of all of Sanwa Bank California's interests and rights as successor Trustee in and to the Locomotive Units created under the Agreement and Lease filed of record with the ICC as Recordation Nos. 5950-A and 5950-B, respectively.

NOW, THEREFORE, in consideration of the premises:

Sanwa Bank California does hereby acknowledge and confirm for the public record the release of its interest as successor Trustee and all rights in and to the Locomotive Units arising under the Agreement and Lease subject to ICC Recordation Nos. 5950-A and 5950-B with respect to the Locomotive Units.

IN WITNESS WHEREOF, Sanwa Bank California has executed or caused this instrument to be executed as of the date first above written.

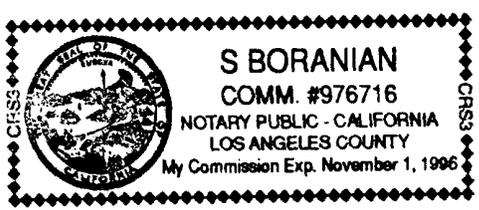
SANWA BANK CALIFORNIA,  
as successor Trustee

By Joseph G. Yadrick  
Name: Joseph G. Yadrick  
Title: Senior Vice President

STATE OF California )  
County of Los Angeles ) ss.

On this 1st day of September, 1995, before me, a Notary Public in and for said State, personally appeared Joseph E. Vadrick, known or identified to me to be the Sr. Vice President of SANWA BANK CALIFORNIA, a California banking corporation, and the corporation that executed the within instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



S Boranian  
Notary Public for California  
Residing at Los Angeles CA  
My commission expires 11-1-96