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OFFICES IN  
WASHINGTON, D. C.  
NEW YORK  
NEW JERSEY

RECORDATION NO. 10157-H FILED 1425

AUG 29 1994 - 4 10 PM

GEORGE F. JONES (OF COMMISSION)  
DIRECT DIAL NUMBER  
(410) 347-7386

0100350012

August 26, 1994

HAND DELIVERED

Mr. Vernon A. Williams  
Acting Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Room 2303  
Washington, D.C. 20423

RECEIVED  
OFFICE OF THE  
SECRETARY  
Aug 29 4 09 PM '94  
LICENSING BRANCH

Re: Document for Recordation

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. § 11303(a) are one (1) original and one (1) conformed copy of the Satisfaction and Release dated as of August 1, 1994 (the "Release"). The Release is a secondary document. The primary documents to which the Release is connected are recorded under Recordation Nos. 10157 and 10157-C.

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

Agent: Boatman's National Bank of St. Louis  
510 Locust Street  
St. Louis, Missouri 63178

A description of the locomotives covered by the enclosed document is set forth in Schedule 1 attached hereto and made a part hereof.

Also enclosed is our check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Please return a file-stamped copy of the original of the Release to:

George F. Jones, Esq.  
Ober, Kaler, Grimes & Shriver  
120 East Baltimore Street  
Baltimore, Maryland 21201-1643.

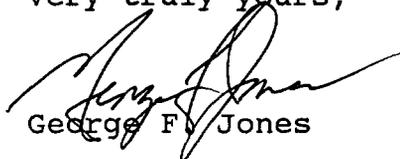
A short summary of the enclosed secondary document to appear in the Commission's index is:

OBER, KALER, GRIMES & SHRIVER

Mr. Vernon A. Williams  
August 26, 1994  
Page 2

"Satisfaction and Release dated as of August 1, 1994, by Boatman's National Bank of St. Louis, as agent, covering twenty-five (25) 3,000 horsepower diesel-electric locomotives, Model GP40-2, bearing the road numbers BN3040 through 3064 and four (4) 2,000 horsepower diesel-electric locomotives, Model SD38-2, bearing road numbers BN6260 through 6263."

Very truly yours,



George F. Jones

Enclosures

cc: Mr. Michael Hoehn

## SCHEDULE 1

Twenty-five (25) 3,000 horsepower diesel-electric locomotives, Model GP40-2, bearing the following road numbers:

BN3040  
BN3041  
BN3042  
BN3043  
BN3044  
BN3045  
BN3046  
BN3047  
BN3048  
BN3049  
BN3050  
BN3051  
BN3052  
BN3053  
BN3054  
BN3055  
BN3056  
BN3057  
BN3058  
BN3059  
BN3060  
BN3061  
BN3062  
BN3063  
BN3064

Four (4) 2,000 horsepower diesel-electric locomotives, Model SD38-2, bearing the following road numbers:

BN6260  
BN6261  
BN6162  
BN6163

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

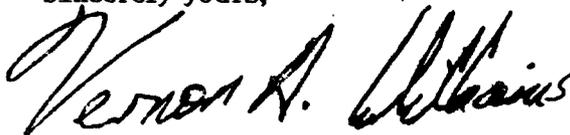
AUGUST 30, 1994

GEORGE F. JONES  
OBER, KALER, GRIMES & SHRIVER  
120 EAST BALTIMORE STREET  
BALTIMORE MARYLAND 21201-1683

Dear MR. JONES:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/25/94 at 4:10PM, and assigned recordation number(s). 10157-H.

Sincerely yours,



Vernon A. Williams  
Acting Secretary

Enclosure(s)

\$ 18.00 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



AUG 29 1994 -4 10 PM

CERTIFICATION

STATE COMMERCE COMMISSION

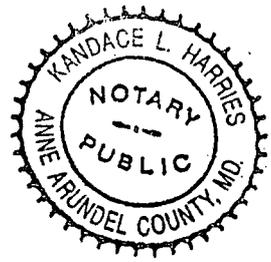
The undersigned hereby certifies that (i) he/she has compared the attached copy of the Satisfaction and Release dated as of August 1, 1994, by Boatman's National Bank of St. Louis, as agent (the "Release") with the original of the Release, and (ii) that the copy of the Release is complete and identical in all respects to the original of the Release.

WITNESS MY HAND AND SEAL, this 26th day of August, 1994.

Kandace L. Harries  
Notary Public

(Seal)

My commission expires: 1/01/97



AUG 29 1994 -4 10 PM

SATISFACTION AND RELEASE dated as of August 1, 1994, by Boatman's National Bank of St. Louis, as Agent (the "Agent").

## WITNESSETH:

WHEREAS, General Motors Corporation ("GMC") and Mercantile-Safe Deposit and Trust Company as Trustee (the "Trustee") under a Trust Agreement dated as of January 1, 1979, with General Electric Capital Corporation (formerly known as General Electric Credit Corporation) and J.P. Morgan Interfunding Corp. as owners, entered into a Conditional Sale Agreement dated as of January 1, 1979 (the "Agreement"), covering certain railroad equipment described in Schedule A thereto (the "Equipment");

WHEREAS, the Agreement was filed and recorded with the Interstate Commerce Commission ("ICC") on February 27, 1979 and assigned Recordation No. 10157;

WHEREAS, GMC and the Agent entered into an Agreement and Assignment (the "Agreement Assignment") dated as of January 1, 1979, with respect to the Agreement;

WHEREAS the Agreement Assignment was filed and recorded with the ICC on February 27, 1979 and assigned Recordation No. 10157-A;

WHEREAS, the Trustee and Burlington Northern Railroad Company (formerly St. Louis and San Francisco Railroad Company, "BN") entered into a Lease of Railroad Equipment (the "Lease"), dated as of January 1, 1979, covering the Equipment;

WHEREAS, the Lease was filed and recorded with the ICC on February 27, 1979, and assigned Recordation No. 10157-B;

WHEREAS, the Agent and the Trustee entered into an Assignment of Lease and Agreement (the "Lease Assignment"), dated as of January 1, 1979, with respect to the Lease;

WHEREAS, the Agent desires to execute this Instrument to evidence for public records the satisfaction and release of the obligations of the Trustee under the Agreement and the Lease Assignment.

NOW THEREFORE, in consideration of the premises and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the Agent does hereby (a) acknowledge the satisfaction and release of all the covenants, obligations, liens, and warranties of the Trustee under the Agreement and the Lease Assignment and (b) transfer, convey, assign, and release to the Trustee all the right, title, and interest of the Agent in and to the Equipment;

