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& ROUVELAS
MEEDS**

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Senior Advisor
on Federal Affairs
and International Trade

* Admitted only in jurisdictions
other than the District of Columbia

OF COUNSEL
JOHN W. ANGUS III

18105/B, C, D, E
RECORDATION NO. _____ FILED 1425
JAN 26 1993 9:25 AM
INTERSTATE COMMERCE COMMISSION

January 26, 1993

3-026A001

18105
RECORDATION NO. _____ FILED 1425

JAN 26 1993 9:25 AM

INTERSTATE COMMERCE COMMISSION

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

RECORDATION NO. _____ FILED 1425
JAN 26 1993 9:25 AM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) executed original copies each of a Locomotive Operating Lease Agreement, dated as of December 30, 1992, a primary document (as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177) and five secondary documents relating thereto, namely a Non-Recourse Lease Assignment, dated as of December 30, 1992, and four Bills of Sale, dated January 5, 7, 13 and 15, respectively.

The names and addresses of the parties executing the same are:

1. Locomotive Operating Lease Agreement

Lessor: Electro-Motive Division,
General Motors Corporation
9301 W. 55th Street
La Grange, Illinois 60525

Lessee: Burlington Northern Railroad Company
2800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

JAN 26 9 21 AM '93
NOT FOR RECORDATION UNIT

A PARTNER IN PRESTON THORGRIMSON SHIDLER GATES & ELLIS

SEATTLE, WA
(206) 623-7580
FAX: (206) 623-7022

BELLEVUE, WA
(206) 453-0300
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SPOKANE, WA
(509) 624-2100
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TACOMA, WA
(206) 272-1500
FAX: (206) 272-2913

ANCHORAGE, AK
(907) 276-1969
FAX: (907) 276-1365

PORTLAND, OR
(503) 228-3200
FAX: (503) 248-9085

C. Countryman
Def. Schaeffer

Mr. Sidney L. Strickland, Jr.

January 26, 1993

Page 2

2. Non-Recourse Lease Assignment

Assignee: ATEL Cash Distribution Fund IV
235 Pine Street
San Francisco, California 94104

Assignor: Electro-Motive Division,
General Motors Corporation
9301 W. 55th Street
La Grange, Illinois 60525

3. Bills of Sale

Seller: Electro-Motive Division,
General Motors Corporation
9301 W. 55th Street
La Grange, Illinois 60525

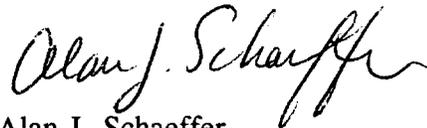
Buyer: ATEL Cash Distribution Fund IV
235 Pine Street
San Francisco, California 94104

A description of the railroad equipment covered by the enclosed documents is attached hereto as Schedule A.

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

Kindly return one stamped copy of the enclosed documents to Alan J. Schaeffer, Esquire, Preston Gates Ellis & Rouvelas Meeds, 1735 New York Avenue, N.W., Suite 500, Washington, D.C. 20006-4759.

Very truly yours,



Alan J. Schaeffer

AJS/aca
Enclosures

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SCHEDULE A

20 3,000 H.P. EMD SD-40-2 Locomotives

Prior Road Numbers

Current Road Numbers

MILW	177	SOO	6300
MILW	178	SOO	6301
MILW	179	SOO	6302
MILW	180	SOO	6303
MILW	181	SOO	6304
MILW	21	SOO	6305
MILW	22	SOO	6306
MILW	23	SOO	6307
MILW	25	SOO	6309
MILW	26	SOO	6310
MILW	27	SOO	6311
MILW	28	SOO	6312
MILW	29	SOO	6313
MILW	30	SOO	6314
MILW	172	SOO	6345
MILW	173	SOO	6346
MILW	174	SOO	6347
MILW	175	SOO	6348
MILW	171	SOO	6381
MILW	176	SOO	6382

10 3,000 H.P. EMD SD-40-2 Locomotives, Road Nos. 6040-6049, inclusive.

RECORDATION NO.

18105/B

FILED 1425

JAN 26 1993 8:25 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

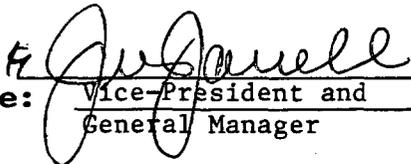
KNOW ALL MEN BY THESE PRESENTS, that Electro-Motive Division, General Motors Corporation, a Delaware corporation with an office and principal place of business at 9301 W. 55th Street, La Grange, Illinois 60525 ("Seller"), for and in consideration of the sum of Ten (\$10.00) Dollars and other good and valuable consideration received from ATEL Cash Distribution Fund IV, a California limited partnership with an office and principal place of business at 235 Pine Street, 6th Floor, San Francisco, California 94104 ("Buyer"), the receipt and sufficiency of which is hereby acknowledged by Seller, has bargained, sold, transferred, assigned, set over and conveyed, and by these presents does hereby bargain, sell, transfer, assign, set over and convey unto Buyer, its successors and assigns forever the equipment described in the Schedule A annexed hereto (the "Equipment").

Seller represents and warrants to Buyer that Seller has and hereby conveys to Buyer good and marketable title to the Equipment, free and clear of all liens, claims, charges and encumbrances, direct or indirect, except for the lien in favor of Seller pursuant to the Remarketing Agreement between Buyer and Seller dated as of December 30, 1992 and as specified in the following paragraph, that Seller is the lawful owner of the Equipment and that Seller has a good and lawful right to sell the same and will defend said title.

By acceptance of this Bill of Sale, Buyer agrees and acknowledges that its interest in the Equipment conveyed to it by this Bill of Sale is subject and subordinate to the rights of Burlington Northern under the Burlington Lease, as those terms are defined in a certain purchase agreement between Seller and Buyer dated as of December 30, 1992 (the "Purchase Agreement").

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed as of this 15th day of January, 1993.

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

By: 
Title: Vice-President and
General Manager



SCHEDULE A

January 15, 1993

Road Number

EMD 6306

TOTAL LOCOMOTIVES: 1

/mbo

c:\leasing\schwager\burlington\scheda4.1oo

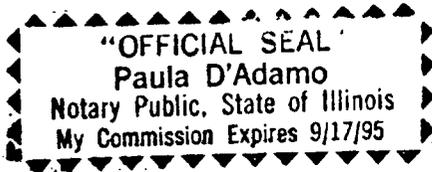
State of Illinois)
County of Cook) ss.

On this 15th day of January, 1993, before me personally appeared John W. Jarrell, to me personally known, who, being by me duly sworn, did say that he is a Vice-President and General Manager of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Notary Public

My commission expires:



State of _____)
County of _____) ss.

On this _____ day of _____, 19__, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is a _____ of _____, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

My commission expires:
