

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

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8210-B
RECORDATION NO. FILED DATE

AUG 8 1991 -11 40 AM

INTERSTATE COMMERCE COMMISSION

August 8, 1991

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

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are three executed counterparts of Instrument of Satisfaction and Release, a secondary document, dated as of April 1, 1991, by and among Mercantile-Safe Deposit and Trust Company, as Agent ("Agent"), United States Trust Company of New York, as Trustee ("Trustee") under a Trust Agreement dated as of February 1, 1976 with General Electric Capital Corporation (formerly known as General Electric Credit Corporation), and Burlington Northern Railroad Company, the successor in interest to American Rail Box Car Company, as Lessee ("Lessee"), relating to (1) that certain Conditional Sale Agreement among Whittaker Corporation (Berwick Forge and Fabricating Division) ("Whittaker"), Trustee and Lessee, dated as of February 1, 1976, recorded under Recordation No. 8210, and (2) that certain Agreement and Assignment between Whittaker and Agent, dated as of February 1, 1976, recorded under Recordation No. 8210-A.

It is my understanding that the recordation number to be assigned to this new document as described in the preceding paragraph will be: 8210-B.

The names and addresses of the parties to the enclosed document are as follows:

AGENT: Mercantile-Safe Deposit and Trust Company
Post Office Box 2258
Two Hopkins Plaza
Baltimore, Maryland 21203

C. Donelan

TRUSTEE: United States Trust Company of New York
114 West 47th Street
New York, New York 10036

The undersigned is the attorney-in-fact for purposes of this filing. Please return the original of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or the bearer hereof.

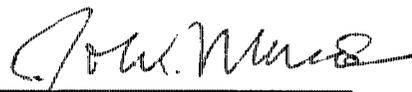
Also enclosed is a remittance in the amount of \$15.00 for the required recording fee.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Instrument of Satisfaction and Release, dated as of April 1, 1991, by and among Mercantile-Safe Deposit and Trust Company, as Agent, United States Trust Company of New York, as Trustee, and Burlington Northern Railroad Company, as Lessee, relating to (1) that certain Conditional Sale Agreement among Whittaker Corporation (Berwick Forge and Fabricating Division) ("Whittaker"), Trustee and Lessee, dated as of February 1, 1976, recorded under Recordation No. 8210, and (2) that certain Agreement and Assignment between Whittaker and Agent, dated as of February 1, 1976, recorded under Recordation No. 8210-A.

Respectfully submitted,

By 

John K. Maser III
Attorney-In-Fact

8210-B

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INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF SATISFACTION AND RELEASE dated as of April 1, 1991 by and among **MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY**, as Agent (the "Agent"), **UNITED STATES TRUST COMPANY OF NEW YORK**, as Trustee (the "Trustee") under a Trust Agreement dated as of February 1, 1976, with **General Electric Capital Corporation** (formerly known as **General Electric Credit Corporation**), and **BURLINGTON NORTHERN RAILROAD COMPANY**, the successor in interest to **American Railbox Car Company**, as Lessee (the "Lessee").

WITNESSETH:

WHEREAS, **Whittaker Corporation** (**Berwick Forge and Fabricating Division**) ("**Whittaker**"), the Trustee and the Lessee hereto entered into a **Conditional Sale Agreement** (the "**Whittaker Conditional Sale Agreement**") dated as of February 1, 1976;

WHEREAS, the **Whittaker Conditional Sale Agreement** was filed and recorded with the **Interstate Commerce Commission** on February 11, 1976, and assigned **Recordation No. 8210**.

WHEREAS, **Whittaker** and the Agent entered into an **Agreement and Assignment** (the "**Whittaker Assignment**"), dated as of February 1, 1976;

WHEREAS, the **Whittaker Assignment** was filed and recorded with the **Interstate Commerce Commission** on February 11, 1976, and assigned **Recordation No. 8210-A**;

WHEREAS, **FMC Corporation** ("**FMC**"), the Trustee and the Lessee hereto entered into a **Conditional Sale Agreement** (the "**FMC Conditional Sale Agreement**") dated as of February 1, 1976;

WHEREAS, the **FMC Conditional Sale Agreement** was filed and recorded with the **Interstate Commerce Commission** on February 11, 1976, and assigned **Recordation No. 8211**;

WHEREAS, **FMC** and the Agent entered into an **Agreement and Assignment** (the "**FMC Assignment**"), dated as of February 1, 1976;

WHEREAS, the **FMC Assignment** was filed and recorded with the **Interstate Commerce Commission** on February 11, 1976, and assigned **Recordation No. 8211-A**;

WHEREAS, the Trustee and **American Rail Box Car Company** entered into a **Lease of Railroad Equipment** (the "**Old Lease**"), dated as of February 1, 1976, covering the equipment described in **Schedule A** thereto;

WHEREAS, the **Old Lease** was filed and recorded with the **Interstate Commerce Commission** on February 11, 1976, and assigned **Recordation No. 8212**;

WHEREAS, the Trustee and Agent entered into an **Assignment of Lease and Agreement** (the "**Old Lease Assignment**"), dated as of February 1, 1976, with respect to the **Old Lease**;

WHEREAS, the Old Lease Assignment was filed and recorded with the Interstate Commerce Commission on February 11, 1976, and assigned Recordation No. 8212-A;

WHEREAS, the Trustee and the Lessee entered into a Lease of Railroad Equipment (the "New Lease"), dated as of April 1, 1983, covering the equipment described in Schedule A thereto;

WHEREAS, the New Lease was filed and recorded with the Interstate Commerce Commission on March 14, 1990, and assigned Recordation No. 8212-B;

WHEREAS, the Trustee and Lessee entered into an Assignment of Lease and Agreement (the "New Lease Assignment"), dated as of April 1, 1983;

WHEREAS, the parties hereto desire to execute this Instrument to evidence for public records the satisfaction and release of the rights and obligations of the parties under the Whittaker Conditional Sale Agreement, the Whittaker Assignment, the FMC Conditional Sale Agreement, the FMC Assignment, and the Old Lease Assignment, and the New Lease Assignment.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto do hereby acknowledge the satisfaction and release of all the covenants, obligations, liens, and warranties of the Whittaker Conditional Sale Agreement, the Whittaker Assignment, the FMC Conditional Sale Agreement, the FMC Assignment, and the Old Lease Assignment, and the New Lease Assignment.

The Trustee will cause this Instrument to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303, and will furnish a recorded counterpart thereof to the Agent.

This Instrument shall be executed in several counterparts, each of which when so executed shall be deemed to be an original and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Agent and the Trustee, have caused this Instrument to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and attested by their respective duly authorized officers as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent

By: _____
Vice President

ATTEST:

Title:

WHEREAS, the Old Lease Assignment was filed and recorded with the Interstate Commerce Commission on February 11, 1976, and assigned Recordation No. 8212-A;

WHEREAS, the Trustee and the Lessee entered into a Lease of Railroad Equipment (the "New Lease"), dated as of April 1, 1983, covering the equipment described in Schedule A thereto;

WHEREAS, the New Lease was filed and recorded with the Interstate Commerce Commission on March 14, 1990, and assigned Recordation No. 8212-B;

WHEREAS, the Trustee and Lessee entered into an Assignment of Lease and Agreement (the "New Lease Assignment"), dated as of April 1, 1983;

WHEREAS, the parties hereto desire to execute this Instrument to evidence for public records the satisfaction and release of the rights and obligations of the parties under the Whittaker Conditional Sale Agreement, the Whittaker Assignment, the FMC Conditional Sale Agreement, the FMC Assignment, and the Old Lease Assignment, and the New Lease Assignment.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto do hereby acknowledge the satisfaction and release of all the covenants, obligations, liens, and warranties of the Whittaker Conditional Sale Agreement, the Whittaker Assignment, the FMC Conditional Sale Agreement, the FMC Assignment, and the Old Lease Assignment, and the New Lease Assignment.

The Trustee will cause this Instrument to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303, and will furnish a recorded counterpart thereof to the Agent.

This Instrument shall be executed in several counterparts, each of which when so executed shall be deemed to be an original and such counterparts together shall constitute but one and the same instrument.

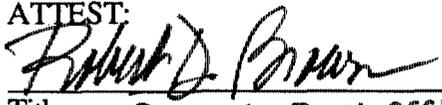
IN WITNESS WHEREOF, the Agent and the Trustee, have caused this Instrument to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and attested by their respective duly authorized officers as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent

By: 

Vice President

ATTEST:


Title: Corporate Trust Officer

UNITED STATES TRUST COMPANY
OF NEW YORK, as Trustee

By: _____
Assistant Vice President

ATTEST:

Assistant Secretary

STATE OF MARYLAND)
COUNTY OF HARFORD)

On this 3RD day of JULY, 1991, before me personally
appeared John M. Mitchell, to me personally
known, who, being by me duly sworn, says that (s)he is a VICE PRESIDENT
of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the
foregoing instrument is the corporate seal of said trust company, that said instrument was
signed and sealed on behalf of said trust company 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 trust company.

MY COMMISSION EXPIRES OCTOBER 22, 1994

Michael R. Ruppel
Notary Public

STATE OF _____)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally
appeared _____, to me personally
known, who, being by me duly sworn, says that (s)he is an Assistant Vice President of
United States Trust Company of New York, that one of the seals affixed to the foregoing
instrument is the corporate seal of said trust company, that said instrument was signed and
sealed on behalf of said trust company by authority of its By-Laws, and (s)he
acknowledges that the execution of the foregoing instrument was the free act and deed of
said trust company.

Notary Public