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\$15  
16719-C

LAW OFFICES  
**ALVORD AND ALVORD**

200 WORLD CENTER BUILDING

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WASHINGTON, D.C.

20006-2973

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
RICHARD N. BAGENSTOS  
JAMES C. MARTIN, JR.\*

\* ALSO ADMITTED IN NEW YORK  
\* ALSO ADMITTED IN MARYLAND

RECORDED 16719-C FILED 1423

May 15, 1990

MAY 15 1990 - 12 10 PM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee  
Secretary  
INTERSTATE COMMERCE COMMISSION  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed original copies of a Lease Agreement Termination (Partial) dated May 15, 1990, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Lease Agreement dated December 19, 1989, which was filed and recorded on January 11, 1990 under Recordation Number 16719.

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

Lessor: Electro-Motive Division  
General Motors Corporation  
LaGrange, Illinois 60525

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

A description of the railroad equipment terminated by the enclosed document is set forth in Exhibit A attached hereto and made a part of hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

*Counterparts - C.T. Kappler*

MAY 15 12 06 PM '90  
MOTOR OPERATING UNIT

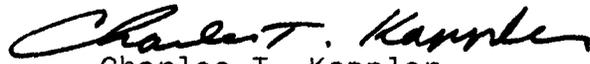
Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
May 15, 1990  
Page Two

Kindly return a stamped copy of the enclosed document to  
Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street,  
N.W., Washington, D.C. 20006.

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

Lease Agreement Termination (Partial) dated  
May 15, 1990 covering Model SD-60M Locomotives  
bearing BN numbers.

Very truly yours,

  
Charles T. Kappler

Enclosures  
CTK/bg

EXHIBIT ASCHEDULE OF LOCOMOTIVES  
SIX GM SD-60M LOCOMOTIVES

<u>Number</u>	<u>BN Road Number</u>	<u>Manufacturer Serial Number</u>
1	9210	887033-11
2	9212	887033-13
3	9220	887033-21
4	9227	887033-28
5	9245	887033-46
6	9246	887033-47

# Interstate Commerce Commission

Washington, D.C. 20423

5/15/90

## OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord And Alvord  
200 World Center Building  
918 Sixteenth Street, N. W.  
Washington, D. C. 20006-2973

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/15/90 at 12:10PM, and assigned recordation number(s). 16719-C, 16869 and 16869-A.

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

LEASE AGREEMENT TERMINATION  
(PARTIAL)

RECORDATION NO. 16719-C FILED 1425

MAY 15 1990 - 12 10 PM

INTERSTATE COMMERCE COMMISSION

This terminates the Lease Agreement, dated Dec 19, 1989 ("Lease") between Burlington Northern Railroad Company ("Railroad") a Delaware corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation only with respect to the locomotives listed in Exhibit A (hereinafter referred to as "Terminated Equipment"). The Lease and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to the locomotives listed in Exhibit B continues in full force and effect.

WHEREAS, Railroad and EMD executed a Lease Agreement, dated Dec 19, 1989, relating to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on Jan 11, 1990 at 1:55 pm Recordation No. 16719.

WHEREAS, the parties hereto desire to terminate and cancel the Lease with respect to the Terminated Equipment and to record this Termination Agreement;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Lease, effective MAY 15, 1990 with respect to the Terminated Equipment.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment included in the Lease.
3. The parties agree that the Lease and the above mentioned recordation with the ICC shall continue in full force and effect with respect to the locomotives listed in Exhibit B.
4. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

BURLINGTON NORTHERN RAILROAD COMPANY

Attest: \_\_\_\_\_

By: \_\_\_\_\_

Title: \_\_\_\_\_

ELECTRO-MOTIVE DIVISION  
GENERAL MOTORS CORPORATION

Attest: *Kamen*

By: *John W. Jarrell*

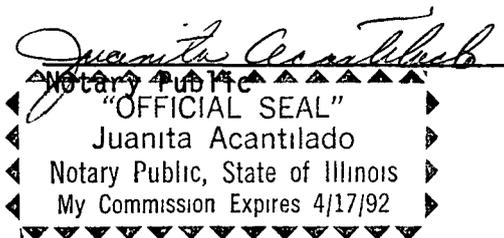
John W. Jarrell  
Title: Vice President & General Manager

State of Ill ) ss.  
County of Cook )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1990, 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 & General Manager of 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.

My commission expires:

April 17, 1992



State of \_\_\_\_\_ ) ss.  
County of \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1990, 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:

\_\_\_\_\_

10259168

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

BURLINGTON NORTHERN RAILROAD COMPANY

By: 

Attest: Kelly Murray

Title: Vice President and Treasurer

ELECTRO-MOTIVE DIVISION  
GENERAL MOTORS CORPORATION

Attest: \_\_\_\_\_

By: \_\_\_\_\_

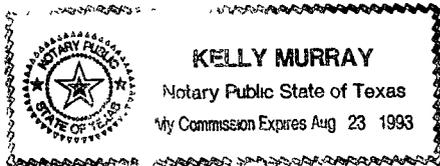
Title: \_\_\_\_\_

10253814

CORPORATE FORM OF ACKNOWLEDGMENT

State of Texas )  
County of Tarrant ) ss:

On this 10th day of May, 1990, before me personally appeared, Robert F. McKenney, to me personally known, who being by me duly sworn, says that he is the Vice President and Treasurer of BN Leasing Corporation, that the foregoing instrument was signed and sealed on behalf of said 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 said corporation.



Kelly Murray  
Notary Public  
August 23, 1993  
Date Commission Expires

EXHIBIT ASCHEDULE OF LOCOMOTIVES  
SIX GM SD-60M LOCOMOTIVES

<u>Number</u>	<u>BN Road Number</u>	<u>Manufacturer Serial Number</u>
1	9210	887033-11
2	9212	887033-13
3	9220	887033-21
4	9227	887033-28
5	9245	887033-46
6	9246	887033-47

EXHIBIT B

SCHEDULE OF LOCOMOTIVES  
FOURTEEN GM SD-60M LOCOMOTIVES

9219	9240
9222	9241
9223	9242
9224	9244
9234	9247
9236	9248
9239	9249