

Indra Bedasie
Legal Assistant

The CIT Group/
Capital Finance, Inc
1211 Avenue of the Americas
21st Floor
New York, NY 10036
Tel 212 536-9492
Fax 212 536-1388

RECORDATION NO. 18303-F FILED

AUG 15 '97

2-01 PM

August 12, 1997



BY FEDERAL EXPRESS

Re: Supplement and Acceptance Certificate No. 1 to Master Railcar Lease Agreement dated May 28, 1993 between Burlington Northern Railroad Company and The CIT Group/Equipment Financing, Inc., recorded with the Surface Transportation Board on July 7, 1993 as Recordation No. 18303

Enclosed herewith are three (3) originals of the Full Release and Termination of the above-referenced document, fully executed and notarized. Please have the enclosed filed with the Surface Transportation Board urgently, thereafter returning two (2) stamped recorded originals to my attention.

Should you have any questions, please do not hesitate to give me a call. Thank you for your assistance on this matter.

Very truly yours,


Indra Bedasie

Enclosure

cc N Coblazo
S Darnell, Esq
W O'Brien

591 ltr

A company of
Dai-ichi Kangyo Bank and
Chase Manhattan Corporation

Aug 15 2 01 PM '97
RECEIVED
SURFACE TRANSPORTATION
BOARD

**FULL RELEASE AND TERMINATION
OF
SUPPLEMENT AND ACCEPTANCE CERTIFICATE NO. 1
TO**

AUG 15 '97

2-01 PM

**MASTER RAILCAR LEASE AGREEMENT DATED MAY 28, 1993
RECORDED WITH THE SURFACE TRANSPORTATION BOARD
UNDER RECORDATION NO. 18303**

**THIS FULL RELEASE AND TERMINATION OF SUPPLEMENT AND ACCEPTANCE
CERTIFICATE NO. 1 TO MASTER RAILCAR LEASE AGREEMENT DATED MAY 28, 1993**
is made as of July 31, 1997 by Burlington Northern Railroad Company ("Lessee") and The CIT
Group/Equipment Financing, Inc , ("Lessor")

WITNESSETH

WHEREAS, Lessor and Lessee are parties to that certain Supplement and Acceptance Certificate
No 1 to Master Railcar Lease Agreement dated as of May 28, 1993, as may have been amended from
time to time, recorded July 7, 1993 with the Surface Transportation Board (formerly the Interstate
Commerce Commission) under Recordation No 18303 (the "Supplement"), and

WHEREAS, subject to the terms and conditions of the Master Railcar Lease Agreement dated May
28, 1993 and the additional terms and conditions of the Supplement, Lessor granted to Lessee a
leasehold interest in certain of Lessor's assets, more particularly described in Schedule 1 hereto (the
"Equipment"), and

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is
acknowledged, and intending to be legally bound, each of Lessor and Lessee does hereby release and
terminate its interest in the Equipment described in Schedule 1 attached hereto

IN WITNESS WHEREOF, each of Lessor and Lessee has duly executed this **FULL RELEASE
AND TERMINATION OF SUPPLEMENT AND ACCEPTANCE CERTIFICATE NO. 1 TO
MASTER RAILCAR LEASE AGREEMENT DATED AS OF MAY 28, 1993** as of this 31st
day of July, 1997.

**THE CIT GROUP/
EQUIPMENT FINANCING, INC.**

**BURLINGTON NORTHERN RAILROAD
COMPANY**

By Nancy Nardella Coblazo
Name Nancy Nardella Coblazo
Title: Vice President

By Thomas J. Clarys
Name THOMAS J CLARYS
Title MANAGER CUSTOMER LOGISTICS

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Burling Northern/PSI Rapid Discharge Cars

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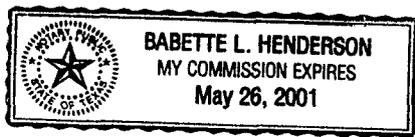
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STATE OF Texas }
 } SS
COUNTY OF Tarrant }

On this 31st day of July, 1997 before me, a Notary Public of the State of Texas, personally appeared Thomas G. Cheers, the Manager, Logistics of BURLINGTON NORTHERN RAILROAD COMPANY, a Delaware corporation ("Corporation"), known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, who, being by me duly sworn, says that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that he/she executed the same for the purposes therein contained as the duly authorized officer of said Corporation by signing the name of the Corporation by himself/herself as its Manager, Logistics.

IN WITNESS WHEREOF, I have hereunto set my hand and official notarial seal



Babette L. Henderson
Notary Public

[SEAL]

My Commission Expires 5-26-2001

STATE OF NEW YORK }
 } SS
COUNTY OF NEW YORK }

On this 12th day of AUGUST, 1997 before me, a Notary Public of the State of New York, personally appeared NANCY NARDELLA COBIAZO, the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation ("Corporation"), known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, who, being by me duly sworn, says that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that he/she executed the same for the purposes therein contained as the duly authorized officer of said Corporation by signing the name of the Corporation by himself/herself as its Vice-President

IN WITNESS WHEREOF, I have hereunto set my hand and official notarial seal

Barbara Garner
Notary Public

[SEAL]

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept 3, 1998

My Commission Expires _____