

CONNELL FINANCE COMPANY, INC.

A SUBSIDIARY OF THE CONNELL COMPANY

45 CARDINAL DRIVE

WESTFIELD, N.J. 07090-1099 U.S.A.

RECORDATION NO. **13628-B**

FILED

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NOV 18 '99

1-40 PM

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TELEX 219258

November 16, 1999

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

I have enclosed two originals of the secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code.

The enclosed document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of November 12, 1999 (the "Release"), issued by The Bank of New York, as Agent, (the "Agent"). The primary document to which the Release is connected is the Lease of Railroad Equipment dated as of April 1, 1982, between The Burlington Northern and Santa Fe Railway Company (as successor to Burlington Northern Inc.), as lessee and State Street Bank and Trust Company, as lessor thereunder, recorded with the Interstate Commerce Commission (now replaced by the Surface Transportation Board) on April 27, 1982 at 12:05 p.m., and assigned Recordation No. 13628-B.

The name and address of Agent, the sole party to the Release, are as follows:

The Bank of New York
101 Barclay Street
New York, NY 10286

A description of the equipment covered by the Release is as follows:

Fifty-one (51) (following two casualties) General Electric Company Model B30-7A diesel-electric locomotives bearing identification numbers: BN 4000 through BN 4029, (inclusive); BN 4031 through BN 4050 (inclusive); and BN 4052 and, in the case of each such locomotive, all additions thereto, alterations thereof, replacements thereof and substitutions therefor.

A check in the amount of \$26.00 is enclosed to cover the fee for filing this Release. Please return one original of the Release and the extra copy of this letter, time- and date-stamped as to filing, and return any extra copies of the Release or this letter not needed by the Board for recordation to Carlton A. Blake, Esq., Assistant General Counsel, Connell Finance Company, Inc., 45 Cardinal Drive, Westfield, NJ 07090.

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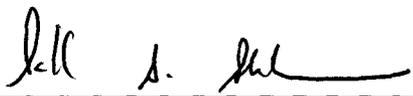
A short summary of the Release follows:

Release and Satisfaction and Bill of Sale dated as of November 12, 1999, by Bank of New York (as successor to Mercantile-Safe Deposit and Trust Company), ("Agent") whereby Agent declares that certain Conditional Sale Agreement dated as of April 1, 1982 (the "Conditional Sale Agreement"), between State Street Bank and Trust Company (as successor-in-interest to The Connecticut Bank and Trust Company) ("Trustee") and General Electric Company to be satisfied and canceled and does consent that the same be discharged of record, and further does sell, assign, convey, transfer, set over, and release, unto Trustee all of its right, title and interest in and to (a) all of the railroad equipment of every character included in the Conditional Sale Agreement and now held by Agent, free of all liens, security interests and other encumbrances created or retained under the Conditional Sale Agreement or which result from claims against Agent, not related to the subject security interest in the railroad equipment; and (b) the Lease of Railroad Equipment dated as of April 1, 1982, between The Burlington Northern and Santa Fe Railway Company (as successor to Burlington Northern Inc.), as lessee and Trustee, as lessor.

If you have any questions, please do not hesitate to call the undersigned at (908) 233-0700. Thank you.

Sincerely,

CONNELL FINANCE COMPANY, INC.

By: 

Name: Carlton A. Blake

Title: Assistant General Counsel

Enclosures