

RECORDATION NO. 13628-A FILED

NOV 18 '99

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RELEASE AND SATISFACTION AND BILL OF SALE

This 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), as Agent ("Agent").

WHEREAS, General Electric Company ("GE" or "Builder") and State Street Bank and Trust Company ("Trustee") (as successor-in-interest to The Connecticut Bank and Trust Company) are parties to that certain Conditional Sale Agreement dated as of April 1, 1982 (the "Conditional Sale Agreement"), pursuant to which Builder retained a security interest in the following equipment (the "Equipment"):

51 (following two casualties) Model B30-7A diesel-electric locomotives with the following lessee road numbers: BN 4000 – 4029 (inclusive); BN 4031 – 4050 (inclusive); and BN 4052;

WHEREAS, Agent and Builder are parties to that certain Agreement and Assignment dated as of December 1, 1982 (the "Agreement and Assignment"), pursuant to which Builder assigned its interests in the Equipment to Agent;

WHEREAS, Trustee, as lessor thereunder, and The Burlington Northern and Santa Fe Railway Company (as successor to Burlington Northern Inc.), as lessee thereunder ("Lessee"), are parties to that certain Lease of Railroad Equipment dated as of April 1, 1982 (the "Lease"), pursuant to which Trustee leased the Equipment to Lessee;

WHEREAS, Trustee and Agent are parties to that certain Assignment of Lease and Agreement dated as of April 1, 1982 (the "Assignment of Lease"), pursuant to which Trustee assigned a collateral security interest in the Lease to Agent, securing the obligations owed under the Conditional Sale Agreement;

WHEREAS, the Conditional Sale Agreement, the Agreement and Assignment, the Lease and the Assignment of Lease were each recorded with the Interstate Commerce Commission (the ICC) on April 27, 1982 at 12:05 p.m., and given recordation numbers **13628**, **13628-A**, **13628-B** and **13628-C**, respectively;

WHEREAS, the Conditional Sale Agreement, the Agreement and Assignment, the Lease and the Assignment of Lease were each deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on April 28, 1982;

WHEREAS, (a) the "Conditional Sale Indebtedness", as defined in the Conditional Sale Agreement, with interest thereon, has been fully paid and all of the obligations under the Conditional Sale Agreement have been fully complied with and performed and (b) LIC Associates, a Connecticut limited partnership ("LIC"), has succeeded to the interests of General Electric Capital Corporation (formerly General Electric Credit Corporation) and Connell Finance Company, Inc. (as successor-in-interest to Connell Leasing Company, a division of Connell Rice & Sugar Co., Inc.);

