

14 229-X

0100640043

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

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

May 31, 1995

RECORDATION NO. 14229-X
FILED 1995

Recordation No. 14229-X MAY 31 1995 10 55 AM

INTERSTATE COMMERCE COMMISSION

Counterparts - 4 Harrison

Dear Mr. Williams:

On behalf of First Security Bank of Utah, National Association, (Owner-Trustee under BLC Trust No. 92-1), successor Lessor, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Partial Termination from Lease ("Release"), executed as of May 29, 1995 which is a partial termination covering only specifically designated locomotives which Releasing Party releases from the provisions of the lease mentioned below.

The party executing the enclosed Release is:

First Security Bank of Utah, National Association - RELEASING PARTY
79 South Main Street
Salt Lake City, UT 84111

The said Release is a release by the Releasing Party only as to those specifically designated two (2) locomotives from the Master Leasing Agreement recorded under Recordation No. 14229-A, and the Release should be recorded under the next available letter under Recordation No. 14229, which we believe is "-X."

The two locomotives covered by the enclosed Release are identified as SP 7537 and SP 7539.

A short summary of the Release to appear in the ICC Index is as follows:

"Release of 2 locomotives from lease namely SP 7537 and SP 7539."

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,
Allen H. Harrison, Jr.
Allen H. Harrison, Jr.
Attorney for First Security Bank of Utah, National Association for the purpose of this filing.

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
BY HAND
8307-020

LICENSING BRANCH
MAY 31 10 55 AM '95
OFFICE OF THE
SECRETARY

14229-X

PARTIAL TERMINATION FROM LEASE

RECORDATION NO. 14229-X FILED 14229

BLC TRUST NO. 92-1

MAY 31 1995 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

KNOWN ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, BLC Corporation, as Lessor, and Southern Pacific Transportation Company, as Lessee, entered into a Master Leasing Agreement ("Lease") dated as of December 1, 1983, filed and recorded with the Interstate Commerce Commission ("ICC") under Recordation No. 14229-A on December 23, 1983 and later supplemented by Rider No. 1 dated as of January 1, 1985, filed and recorded June 5, 1985 with the ICC under Recordation No. 14229-C, whereby the Lessor leased to the Lessee three locomotives including SP 7537 and SP 7539, and

WHEREAS, BLC Corporation, as Buyer, and Southern Pacific Transportation Company, as Seller, entered into that certain Bill of Sale executed April 15, 1985, whereby Seller did sell and transfer locomotive SP 7537 and all of its right, title and interest therein to Buyer, the aforesaid Bill of Sale filed and recorded with the ICC June 5, 1985 under Recordation No. 14229-D, and

WHEREAS, BLC Corporation, as Buyer, and Southern Pacific Transportation Company, as Seller, entered into that certain Bill of Sale executed April 23, 1985, whereby Seller did sell and transfer locomotive SP 7539 and all of its right, title and interest therein to Buyer, the aforesaid Bill of Sale filed and recorded with the ICC June 5, 1985 under Recordation No. 14229-F, and

WHEREAS, BLC Corporation did sell assign and transfer into First Security Bank of Utah, National Association, not in its individual capacity but solely in its capacity as trustee (the "Owner-Trustee") under BLC Trust No. 92-1, among other locomotives, SP 7537 and SP 7539, by that certain Bill of Sale executed as of February 24, 1992, filed and recorded with the ICC under Recordation No. 14229-O, and

WHEREAS, Southern Pacific Transportation Company, as Lessee, BLC Corporation, as Original Lessor, First Security Bank of Utah, National Association, as Assignee (Owner-Trustee

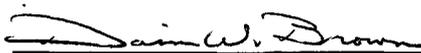
under BLC Trust No. 92-1), and State Street Bank and Trust Company of Connecticut, National Association, as Secured Party, entered into that certain Acknowledgment of Assignment and Agreement dated as of February 25, 1992, covering, among others, the two locomotives identified under SP 7537 and SP 7539, the aforesaid Acknowledgment of Assignment and Agreement filed and recorded with the ICC February 27, 1993 under Recordation No. 14229-P, and

WHEREAS, as to the two (2) locomotives identified under SP 7537 and SP 7539, the term of lease has ended and has not been extended, and all duties, obligations and payments under the Lease have been fulfilled, and hence the Lease is terminated as to the aforesaid two (2) locomotives;

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is acknowledged, and intending to be legally bound, First Security Bank of Utah, National Association, the Owner-Trustee under BLC Trust No. 92-1, as Lessor, does hereby terminate the lease interest created by the Lease only as to the aforesaid two (2) locomotives, namely SP 7537 and SP 7539, and files and records this Partial Termination from Lease for the purpose of officially terminating of record in the files of the Interstate Commerce Commission the Lease only as to the aforesaid two (2) locomotives.

IN WITNESS WHEREOF, First Security Bank of Utah, National Association, not in its individual capacity but solely in its capacity as trustee under BLC Trust No. 92-1, as Lessor, has duly executed this Partial Termination from Lease as of this 19th day of May, 1995.

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, not in its individual
capacity but solely in its capacity as trustee under
BLC Trust No. 92-1, as LESSOR.

By: 
Name: DAIN W. BROWN
Title: Asst. Trust Officer

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

SS:

On this 19 day of MAY, 1995 before me personally appeared Dan W. Brown, to me personally known, who being by me duly sworn, says that he/she is the Trust Officer of First Security Bank of Utah, National Association, nor in its individual capacity but solely in its capacity as trustee under BLC Trust No. 92-1, by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of First Security Bank of Utah, National Association, not in its individual capacity but solely in its capacity as trustee under BLC Trust No. 92-1.

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

Dianne Moreno
Notary Public

[SEAL]

My Commission expires:

