

*Countrywide - E. Vernon Williams*

RECORDATION NO. 11188-H FILED

JUN 27 '97

11-50 AM

ALVORD AND ALVORD

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

OF COUNSEL  
URBAN A. LESTER

June 26, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two copies of a Complete Termination and Release of Security Interests and Lien (the "Release"), dated as of June 25, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement which was duly filed with the Commission under Recordation Number 11188.

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

Vendor: The Bank of New York (successor in interest to  
Mercantile-Safe Deposit & Trust Company)  
48 Wall Street  
New York, New York 10005

Vendee: BA Leasing and Capital Corporation  
555 California Street  
San Francisco, California 94104

A description of the railroad equipment covered by the enclosed documents is:

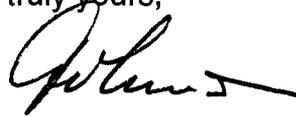
One hundred and sixty-six (166) diesel-electric locomotives bearing BN reporting marks and the road numbers set forth on Annex 1 attached to the Release.

Mr. Vernon A. Williams  
June 26, 1997  
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/bjg  
Enclosures

OFFICE OF THE SECRETARY

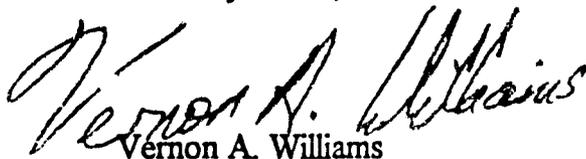
Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

DATE: 6/27/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 6/27/97 at 11:50AM, and assigned recordation number(s). 20740, 20740-A, 10534-F, 11444-H, 11188-H and 11961-G.

Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 144.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature Janice M. Fort

COMPLETE TERMINATION AND RELEASE OF SECURITY INTERESTS AND LIEN JUN 27 '97 11-50 AM

*Corporation* The undersigned, The Bank of New York, a *New York Banking* ("Vendor") is successor by assignment to Merchantile-Safe Deposit & Trust Company and, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates, releases and discharges its right, security interest, lien and other interests granted under or with respect to that certain Conditional Sale Agreement dated as of October 1, 1979 between the Vendor (as seller) and Bamerilease Capital Corporation, now BA Leasing & Capital Corporation, a California corporation ("Vendee") (as buyer), which was filed with the Interstate Commerce Commission on October 1, 1979 as Recordation Number 11188 (the "Conditional Sale Agreement"), and in and to all properties, assets and rights of every kind and nature, wherever located, now owned or hereafter acquired or arising, and all proceeds and products thereof, as may have been granted pursuant to the Conditional Sales Agreement, including (without limiting the generality of the foregoing) all rights, interests and liens in and to the equipment ("Equipment") set forth on Annex 1 hereto. Vendor (i) acknowledges that all obligations of Vendee under the Conditional Sale Agreement have been satisfied and discharged and that the Conditional Sale Agreement has been terminated, and (ii) confirms that upon termination of the Conditional Sale Agreement, Vendee held title to the Equipment.

Executed as of this 25 day of June, 1997.

THE BANK OF NEW YORK  
successor to Merchantile-Safe Deposit  
& Trust Company

By: *F. W. Clark*

Name:  
Title: FREDERICK W. CLARK  
Vice President

STATE OF *New York*  
COUNTY OF *Manhattan*

ss.

On this 25 day of *June*, 1997, before me personally appeared *F. W. Clark*, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

*Dillon Reese*  
NOTARY PUBLIC SIGNATURE

(NOTARIAL SEAL)  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires May 16, *1998*

ANNEX 1 TO  
COMPLETE TERMINATION AND  
RELEASE OF SECURITY INTERESTS AND LIEN

EQUIPMENT

|     |  |  |
|-----|--|--|
| 141 | EMD 3,000 H.P. Model SD40-2<br>Diesel-Electric Locomotives | BN7206-7220<br>BN7222-7227<br>BN7236-7240<br>BN7242-7291<br>BN7500<br>BN7924-7940<br>BN8090-8136 |
| 25  | GE 3,000 H.P. Model C30-7<br>Diesel-Electric Locomotives   | BN5087-5111  |