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April 17, 1995

Louis E. Gitomer  
Direct Dial: (202)466-6532

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed one original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. §11303.

The document is an Instrument of Lien Release and Bill of Sale, a secondary document, dated as of March 22, 1995. The primary document to which this document is connected is recorded under Recordation No. 8759. We request that this document be recorded under Recordation No. 8759-G.

The name and address of the party to the Instrument of Lien Release and Bill of Sale is as follows:

Seller:

Mercantile Safe Deposit & Trust Co.  
Two Hopkins Plaza  
Baltimore, MD 21203

A description of the equipment covered by the document consists of 39 SD40-2 3,000 horsepower diesel-electric locomotives numbered BN 6773-6780, inclusive, BN 8000-8008, inclusive, C&S 7800-7819, inclusive (formerly C&S 930-949, inclusive, respectively), and C&S 7830 and 7831 (formerly C&S 960 and 961, respectively), and 20 C30-7 3,000 horsepower diesel-electric locomotives numbered BN 5510-5529, inclusive.

LICENSING BRANCH

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RECEIVED  
OFFICE OF THE  
SECRETARY

8759-G  
APR 17 1995 8 10 PM  
U.S. DEPARTMENT OF COMMERCE

*Counterparts - J. Gitomer*

BALL, JANIK & NOVACK

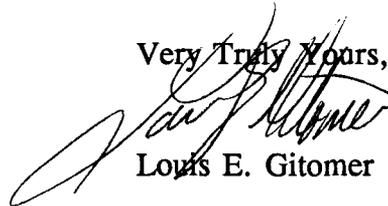
The Honorable Vernon A. Williams  
April 17, 1995  
Page 2

A fee of \$21.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball, Janik & Novack  
Suite 1035  
1101 Pennsylvania Avenue, N.W.  
Washington, DC 20004

A short summary of the document to appear in the index follows: an Instrument of Lien Release and Bill of Sale by Mercantile Safe Deposit & Trust Co., Two Hopkins Plaza, Baltimore, MD 21203, covering 39 SD40-2 3,000 horsepower diesel-electric locomotives numbered BN 6773-6780, inclusive, BN 8000-8008, inclusive, C&S 7800-7819, inclusive (formerly C&S 930-949, inclusive, respectively), and C&S 7830 and 7831 (formerly C&S 960 and 961, respectively), and 20 C30-7 3,000 horsepower diesel-electric locomotives numbered BN 5510-5529, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures



Interstate Commerce Commission  
Washington, D.C. 20423-0001

4/17/95

Office Of The Secretary

Louis E. Gitomer  
Ball, Janik & Novack  
1101 Pennsylvania Ave., NW, Ste. 1035  
Washington, DC 20004

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/17/95 at 3:15PM, and assigned recordation number(s). ✓ 8759-G.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 8759-G  
FILED 1995

APR 17 1995 - 3 15 PM

INSTRUMENT OF LIEN RELEASE  
AND BILL OF SALE INTERSTATE COMMERCE COMMISSION

THIS INSTRUMENT OF LIEN RELEASE AND BILL OF SALE (the "Instrument"), is dated as of March 22, 1995, from Mercantile Safe Deposit & Trust Co, not individually but solely as Indenture Trustee ("Indenture Trustee").

RECITALS

First Security Bank of Utah, N.A., ("Owner Trustee") entered into a Conditional Sale Agreement, dated as of December 30, 1976 (the "CSA"), with General Motors Corporation (Electro-Motive Division) ("GM") and General Electric Company ("GE"), which was recorded with the Interstate Commerce Commission ("ICC") on March 24, 1977 and assigned ICC recordation number 8759. GM and GE subsequently assigned all of their rights under the CSA to Indenture Trustee pursuant to an Agreement and Assignment, dated as of December 30, 1976 ("A&A"), which was recorded with the ICC on March 24, 1977, and assigned ICC recordation number 8759-A. Owner Trustee entered into a Lease of Railroad Equipment (the "Lease"), dated as of December 30, 1976, with Burlington Northern, Inc. ("BN"), as lessee, which was recorded with the ICC on March 24, 1977, and assigned ICC recordation number 8759-B. Owner Trustee subsequently assigned its rights under the Lease to Indenture Trustee pursuant to an Assignment of Lease and Agreement dated as of December 30, 1976 (the "Lease Assignment"), which was recorded with the ICC on March 24, 1977, and assigned ICC recordation number 8579-C. The rail equipment subject to the CSA and the Lease is described on the attached Schedule A (the "Equipment").

Indenture Trustee desires to execute this Instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the foregoing documents and to evidence the transfer of the title to the Equipment subject thereto to Owner Trustee in accordance with the terms and conditions of the CSA.

NOW, THEREFORE, in consideration of the premises Indenture Trustee agrees as follows:

1. Release of Lien. Indenture Trustee does hereby acknowledge and confirm for the public record the satisfaction and release of (i) all of its security interest in and to the Equipment and the Lease, and (ii) all other rights of Indenture Trustee, together with the obligations of Owner Trustee, arising under the Lease Assignment and the CSA.

2. Transfer of Title. In accordance with the provisions of the CSA, Indenture Trustee does hereby transfer to Owner Trustee, not individually, but solely as Owner Trustee

under that certain Trust Agreement, dated as of December 30, 1976, and to Owner Trustee's successors and assigns forever, all of its right, title and interest in and to the Equipment. Indenture Trustee represents and warrants to Owner Trustee that the Equipment transferred hereby is free and clear of liens and encumbrances created by, through or under Indenture Trustee.

THE EQUIPMENT IS SOLD "AS IS" AND "WHERE IS" AND INDENTURE TRUSTEE MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, AS TO DESIGN, VALUE, OPERATION, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, THE MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR ANY PARTICULAR PURPOSE OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXCEPT AS IS SPECIFICALLY SET FORTH IN THE PRECEDING PARAGRAPH.

3. Miscellaneous. This Instrument will be filed and recorded with the ICC pursuant to the provisions of 49 U.S.C. Section 11303. This Instrument shall be governed by the laws of the State of New York.

IN WITNESS WHEREOF, Indenture Trustee has executed this Instrument as of the date first above written.

MERCANTILE SAFE DEPOSIT  
& TRUST COMPANY

By: Marian B. Allen

CORPORATE TRUST OFFICER

Its: \_\_\_\_\_

STATE OF MARYLAND )  
COUNTY OF BALTIMORE ) ss.

On April 11, 1995, before me Rosemary McLinn, the undersigned Notary Public, personally appeared MARIMD. ALLEN, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as Corporate Trust Officer of Mercantile S&T and acknowledged that she executed it.

Witness my hand and official seal.

Rosemary McLinn  
Notary Public

8759-G

SCHEDULE A

TO

INSTRUMENT OF LIEN RELEASE, ASSIGNMENT OF LEASE,  
TERMINATION OF TRUST AND BILL OF SALE

List of Equipment

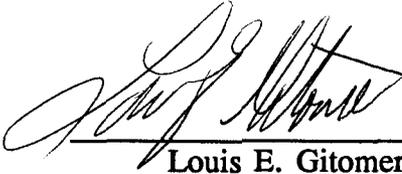
39 SD40-2 300 horsepower locomotives numbered BN 6773-6780, inclusive, BN 8000-8008, inclusive, C&S 7800-7819, inclusive (formerly C&S 930-949, inclusive, respectively), and C&S 7830 and 7831 (formerly C&S 960 and 961, respectively).

20 C30-7 3000 horsepower locomotives numbered BN 5510-5529, inclusive.

BALL, JANIK & NOVACK

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy to the original Instrument of Lien Release and Bill of Sale, dated as of March 22, 1995, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer  
April 17, 1995