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June 10, 1993

RECORDATION NO. 9172-E FILED 1425

JUN 10 1993 1-35PM

3-161A037

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Washington, D.C.
Attention of Secretary

Dear Sirs:

We enclose six counterparts of the document described below, to be recorded pursuant to section 11303 of Title 49 of the United States Code.

This document is a release, a secondary document, dated as of May 21, 1993.

The primary document to which this is related has been recorded under recordation number 9172.

The name and address of the party to the document is as follows:

Agent, Assignee:

Mercantile-Safe Deposit & Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21203

A description of the equipment covered by the document follows:

845 open-top hopper cars bearing the road numbers of Burlington Northern Railroad Company BN528050 through BN528894.

121468.1

REC'D BY MAIL UNIT
JUN 10 1 30 AM '93

Handwritten signature: J. A. Hawley

A fee of \$16.00 is enclosed. Please return the counterparts not retained by you, marked with your recordation number, to:

James E. Magee, Esq.
Reboul, MacMurray, Hewitt,
Maynard & Kristol
1111 19th Street, N.W.
Suite 406
Washington, D.C. 20036

A short summary of the document to appear in the index follows:

Release dated as of May 21, 1993, by Mercantile-Safe Deposit & Trust Company, releasing its interest in the equipment covered by the Conditional Sale Agreement recorded with the Interstate Commerce Commission under recordation number 9172, and its interest in the Lease of Railroad Equipment recorded with the Interstate Commerce Commission under recordation number 9172-B.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Michael Rice".

Michael Rice

MR:dp
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/10/93

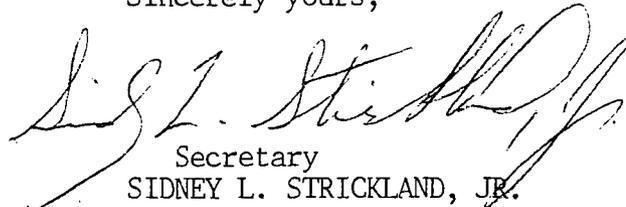
OFFICE OF THE SECRETARY

Michael Rice
Reboul MacMurray, Hewitt
Maynard & Kristol
45 Rockefeller Plaza
New York, N.Y. 10111

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 **6/10/93** at **1:35pm**, and assigned recordation number(s). **9172-E & 9172-F**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

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RELEASE dated as of May 21, 1993, by MERCANTILE-DEPOSIT AND TRUST COMPANY, a Maryland banking corporation.

RECORDATION NO. 9172-E FILED 1423
JUN 10 1993 1-35PM
INTERSTATE COMMERCE COMMISSION

WHEREAS the undersigned has acted as agent for certain institutional investors pursuant to the Participation Agreement dated as of December 1, 1977, among Burlington Northern, Inc., the undersigned, General Electric Credit Corporation, Connell Leasing, Inc., The Connecticut Bank and Trust Company, acting as trustee under the Trust Agreement dated as of December 1, 1977 (hereinafter, in such capacity, being called the Trustee), and certain investors named in Appendix I to the Participation Agreement;

WHEREAS, acting pursuant to the Participation Agreement, the undersigned has been assigned certain indebtedness under the Conditional Sale Agreement dated as of December 1, 1977, between the Trustee and Bethlehem Steel Corporation, pursuant to an Agreement and Assignment dated as of December 1, 1977;

WHEREAS said Conditional Sale Agreement and Assignment and Assignment have been recorded with the Interstate Commerce Commission pursuant to section 20c of the Interstate Commerce Act and assigned recordation numbers 9172 and 9172-A, respectively;

WHEREAS, as security for its obligations under the Conditional Sale Agreement, the Trustee has assigned to the undersigned certain rights in and to the Lease of Railroad Equipment dated as of December 1, 1977, between the Trustee and Burlington Northern, Inc., pursuant to the Assignment of Lease and Agreement dated as of December 1, 1977, between the Trustee and the undersigned, as agent;

WHEREAS the Lease of Railroad Equipment and the Assignment of Lease and Agreement has been recorded with the Interstate Commerce Commission pursuant to section 20c of the Interstate Commerce Act and assigned recordation numbers 9172-B and 9172-C, respectively;

WHEREAS the Lease of Railroad Equipment and the Conditional Sale Agreement cover 845 4000 cubic foot, 100-ton, open top hopper cars, bearing the road numbers of Burlington Northern Railroad Company BN 528050 through BN 528894; and

WHEREAS the indebtedness of the Trustee under the Conditional Sale Agreement has been fully paid and discharged.

NOW, THEREFORE, the undersigned does hereby acknowledge the satisfaction of the indebtedness under said Conditional Sale Agreement, and does hereby release and discharge all of the right, title, and interest of the undersigned in and to the Conditional Sale Agreement, the Lease of Railroad Equipment, the railroad equipment covered by each thereof, and any amounts payable under each thereof.

