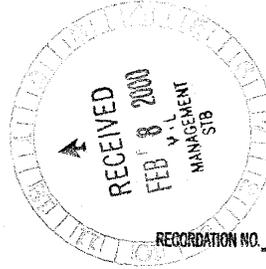


**First Union
Commercial Corporation**
One First Union Center
Charlotte, North Carolina 28288-0738
704 374-4900

**FIRST
UNION®**

February 2, 2000

Secretary
Surface Transportation Board
Washington, DC 20423-0001



RECORDATION NO. 18729-A FILED

RE: RELEASE OF EQUIPMENT

FEB 15 '00 12-53 PM

Dear Secretary:

^{TS}
SURFACE TRANSPORTATION BOARD

Enclosed for recordation pursuant to the provision of 49 U.S.C. Section 1130 (a) are two (2) originals and two (2) copies of a release of the document described below, a primary document as defined in the Board's Rules for the Recordation of Documents.

A short summary of the document is as follows:

Master Net Lease Agreement between Burlington Northern Railroad Company, as Lessee, and First Union Commercial Corporation, as Lessor, dated as March 1, 1994, relating to the lease ten (10) all purpose Husky-Stack single unit double stack container/trailer cars with 70-ton trucks numbered BN61000 through BN61009.

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

Lessor: First Union Commercial Corporation
One First Union Center
Charlotte, North Carolina 28288-0738

Lessee: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original of the enclosed document to the undersigned.

Very truly yours,

FIRST UNION COMMERCIAL CORPORATION

Linda H. Minter
Vice President

Enclosures

memo-lease agree_020100.doc/docfiles

RECORDATION NO. 18729-A FILED
TS

FEB 15 '00 12-53 PM

SURFACE TRANSPORTATION BOARD

RELEASE OF EQUIPMENT SUBJECT TO MASTER NET
LEASE AGREEMENT
UNDER RECORDATION NO. 18729

THIS RELEASE OF EQUIPMENT SUBJECT TO MASTER NET LEASE AGREEMENT is made as of February 1, 2000 by FIRST UNION COMMERCIAL CORPORATION ("Lessor") for the benefit of BURLINGTON NORTHERN RAILROAD COMPANY ("Lessee").

WHEREAS, the Lessor entered into that certain Master Net Lease Agreement dated as of March 1, 1994 (the "Master Lease") pursuant to which Lessor leased to Lessee that certain equipment set forth on Schedule I attached hereto, and all additions thereto alterations thereof, replacements thereof and substitutions therefor (the "Equipment");

WHEREAS, the Master Lease was filed and recorded with the Surface Transportation Board under recordation no. 18729; and

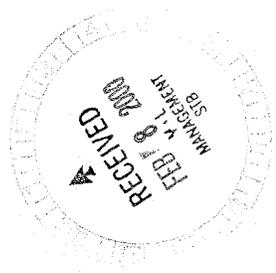
WHEREAS, on May 5, 1999 the Equipment was released from the terms of the Master Lease.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Lessor does hereby fully release the Equipment from the Master Lease.

IN WITNESS WHEREOF, Lessor has duly executed this Release of Equipment Subject to Master Net Lease Agreement as of the date first above written.

FIRST UNION COMMERCIAL CORPORATION

By: Linda H. Minter
Name: Linda H. Minter
Title: Vice President



SCHEDULE I

DESCRIPTION OF EQUIPMENT

Ten (10) all purpose Husky-stack single unit double stack container/trailer cars with 70-ton trucks numbered BN61000 through BN61009

STATE OF North Carolina

COUNTY OF Mecklenburg

I, Jamie H. Kennedy, a Notary Public in and for said state and county, do hereby certify that Linda H. Minter personally appeared before me this day and acknowledged her due execution of the foregoing Release of Equipment Subject to Master Net Lease Agreement.

Witness my hand and official seal this 1st day of February, 2000.

Jamie H. Kennedy
Notary Public

My commission expires: February 7, 2004

[NOTARY SEAL]

