

Taylor, Morell & Gitomer

June 10, 1993

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Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. 8785-B FILED 1425

JUN 10 1993 1:25 AM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

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

The document is a Lease Termination Certificate, a secondary document, dated January 6, 1993. The primary documents to which this document is connected are recorded under Recordation Nos. 8784 and 8785. We request that this document be recorded under Recordation Nos. 8784-B and 8785-B.

The names and addresses of the parties to the Lease Termination Certificate are as follows:

Lessor:

BA Leasing & Capital Corporation,
successor to BameriLease, Inc., and Pacific Systems, Inc.
Four Embarcadero Center
12th Floor
San Francisco, CA 94111

Lessee:

Burlington Northern, Inc.
3800 Continental Plaza
777 Main St.
Ft. Worth, TX 76102

A description of the equipment covered by the document consists of 150 70-ton open-top hopper cars numbered BN 548850-548999, all inclusive.

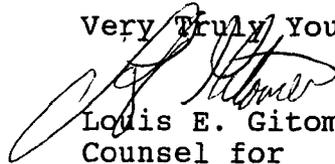
C. D. [Signature]

A fee of \$32.00 is enclosed. Please return the original and one certified copy to:

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

A short summary of the document to appear in the index follows: a Lease Termination Certificate, dated January 6, 1993, by BA Leasing & Capital Corporation, successor to BameriLease, Inc., and Pacific Systems, Inc., Four Embarcadero Center, 12th Floor, San Francisco, CA 94111, and Burlington Northern, Inc., 3800 Continental Plaza, 777 Main St., Ft. Worth, TX 76102, covering 150 70-ton open-top hopper cars numbered BN 548850-548999, all inclusive.

Very Truly Yours,



Louis E. Gitomer
Counsel for
GATX Capital Corporation

JUN 10 1993 1:25AM

LEASE TERMINATION CERTIFICATE

INTERSTATE COMMERCE COMMISSION

The undersigned hereby certify that the Equipment Lease dated as of March 1, 1977 by and between Pacific Systems, Inc., as lessor, and Burlington Northern, Inc., as lessee, has terminated.

Dated this 6th day of January, 1993

LESSOR

LESSEE

BA Leasing & Capital Corporation
(successor to Pacific Systems, Inc.)

Burlington Northern, Inc.

By: Mildred M. Brennan

By: [Signature]

Title: Assistant Vice President

Title: Senior Vice President and Treasurer

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

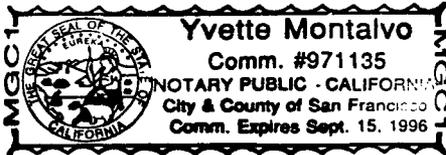
No. 5193

State of CALIFORNIA
County of SAN FRANCISCO

On 5-3-93 before me, YVETTE MONTALVO
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared MILDRED M. BRENNAN
NAME(S) OF SIGNER(S)

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.

Yvette Montalvo
SIGNATURE OF NOTARY

OPTIONAL SECTION
CAPACITY CLAIMED BY SIGNER

Though statute does not require the Notary to fill in the data below, doing so may prove invaluable to persons relying on the document.

- INDIVIDUAL
- CORPORATE OFFICER(S)
TITLE(S) _____
- PARTNER(S) LIMITED GENERAL
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: _____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

TITLE OR TYPE OF DOCUMENT _____

NUMBER OF PAGES _____ DATE OF DOCUMENT _____

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

SIGNER(S) OTHER THAN NAMED ABOVE _____

State of)
County of) SS.
)

Before me, the undersigned notary, on this day personally appeared _____ to me personally known who being by me duly sworn, says that he/she is a _____ of BA Leasing & Capital Corporation ("Company"), that the above Lease Termination Certificate ("Agreement") was signed on behalf of said Company by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Agreement was the free act and deed of said company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this _____ of _____, 1993.

[SEAL]

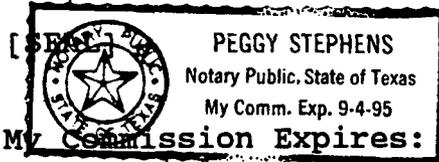
NOTARY PUBLIC

My Commission Expires:

State of Texas)
County of Tarrant) SS.
)

Before me, the undersigned notary, on this day personally appeared Robert F. McKenney to me personally known who being by me duly sworn, says that he/she is a Senior Vice President and Treasurer of Burlington Northern, Inc. ("Company"), that the above Lease Termination Certificate ("Agreement") was signed on behalf of said Company by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Agreement was the free act and deed of said company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 27th day of April, 1993.



Peggy Stephens
NOTARY PUBLIC

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Lease Termination Certificate dated January 6, 1993, 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.



Louis E. Gitomer
June 10, 1993