

0-016A040

United States
Lease Financing, Inc.



Via Federal Express

January 12, 1990

Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO

7695-8
FILED 1425

615 Battery Street, 5th Floor
Mailing Address:
P.O. Box 3985
San Francisco, California 94119
(415) 627-9276
Fax: (415) 398-7029

JAN 16 1990 -1 25 PM

Attention: Mrs. Mildred Lee, Room 2303 INTERSTATE COMMERCE COMMISSION

Dear Sir:

Enclosed for recordation under provisions of Section 11303 (formerly 20C) of the Interstate Commerce Act and the regulations promulgated thereunder, as amended, are four copies of a Release of Security Agreement and Termination of Lease which is a supplement to a Lease of Railroad Equipment, Assignment of Lease and Agreement, two Conditional Sale Agreements and the Agreements and Assignments thereof all dated as of September 15, 1974 and recorded with the Interstate Commerce Commission on November 1, 1974 and assigned ICC Recordation Numbers 7695, 7695-A, 7695-B, 7695-C, 7695-D and 7695-E.

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

TRUSTEE: Trust Company for USL, Inc.
c/o U.S. Lease Financing
733 Front Street
San Francisco, CA 94111

AGENT: Manufacturers Hanover Trust Company of California,
successor to Wells Fargo Bank, N.A.
50 California Street
San Francisco, CA 94111

LESSEE: Burlington Northern, Inc.
3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

The undersigned is an Officer of the Trustee and has knowledge of the matters set forth hereto.

Enclosed is a remittance in the amount of \$15.00 to cover the required recording fee.

Please return three recorded copies to my attention. Thank you for your cooperation.

Very truly yours,

Walter J. Michael
Walter J. Michael
Secretary
415/627-9283

WJM/jr
Encl.



Interstate Commerce Commission
Washington, D.C. 20423

1/22/90

OFFICE OF THE SECRETARY

Walter J. Michael
Secretary
U.S. Lease Financing, Inc.
615 Battery St. 5th Fl.
P.O.Box 3985
San Francisco, Calif. 94119

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 1/18/90 at 1:05pm, and assigned recordation number(s). 7695-J

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 7695
FILED 1990
JAN 16 1990 -1 25 PM
INTERSTATE COMMERCE COMMISSION

RELEASE OF SECURITY INTEREST AND SATISFACTION OF LEASE

(B.N. Trust No. 4)

WHEREAS, under a Trust Agreement dated as of September 15, 1974, Trust Company for USL, Inc. (the "Trustee") entered into an agreement to lease certain railroad equipment to Burlington Northern, Inc., (the "Lessee") and entered into two Conditional Sales Agreements dated as of September 15, 1974 with General Motors Corporation, General Electric Company (the "Builder"), and the Lessee; and

WHEREAS, Manufacturers Hanover Trust Company of California, successor to Wells Fargo Bank, N.A., as Agent (the "Agent"), under a Finance Agreement dated as of September 15, 1974 acquired under two Agreements and Assignments dated as of September 15, 1974, the right, security title and interest of each Builder in the units of the Equipment described in Annex B to each Conditional Sale Agreement; and

WHEREAS, the Trustee leased the units of equipment to the Lessee under a Lease of Railroad Equipment dated as of September 15, 1974 (the "Lease") and assigned the Lease to the Agent as security pursuant to an Assignment of Lease and Agreement dated as of September 15, 1974 (the "Lease Assignment"); and

WHEREAS, all obligations have been met and the final payments due under the Certificates of Interest issued by the Agent were made on or about January 8, 1990, all rights assigned to the Agent are terminated, and all estate, right, title and interest of the Agent are hereby reverted to the Trustee.

NOW THEREFORE, in consideration of \$1.00 and other valuable consideration, the receipt of which is hereby acknowledged, the Trustee, not in its personal or Corporate capacity, but solely as owner-trustee under the above described Trust Agreement, acknowledges and declare the Lease to be satisfied and cancelled and does consent that the same be terminated and released from record, and hereby relinquishes unto the Lessee all of Trustee's right, title and interest in and to the Equipment, provided however any claim or liability of the Trustee or Lessee under the Lease arising from facts or circumstances existing prior to the date hereof or which under the terms of the Lease is to survive termination of the Lease shall not be released or otherwise affected hereby.

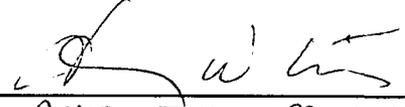
Release of Security Interest
and Satisfaction of Lease
(B.N. Trust No. 4) - page 2

The two Conditional ^{Sale} Agreements, the Agreements and Assignments thereof, the Lease of Railroad Equipment and Assignment of lease and Agreement were all recorded with the Interstate Commerce Commission on November 1, 1974 and assigned ICC Recordation Numbers 7695, 7695-A, 7695-B, 7695-C, 7695-D and 7695-E.

The parties below have caused this instrument to be executed in their names by their duly authorized representatives as of the 8th day of January, 1990.

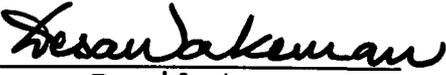
(SEAL)

Manufacturers Hanover Trust Company
of California, successor to Wells
Fargo Bank, N.A., Agent and issuer
of certificates of interest.

By 
Its ASSISTANT VICE PRESIDENT

(SEAL)

Trust Company for USL, Inc.
Owner-Trustee

By 
Its President

RECORDATION NO.

FILED 1025

7695 J
JAN 16 1990 - 1 21 PM

INTERSTATE COMMERCE COMMISSION

RELEASE OF SECURITY INTEREST AND SATISFACTION OF LEASE

(B.N. Trust No. 4)

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WHEREAS, Manufacturers Hanover Trust Company of California, successor to Wells Fargo Bank, N.A., as Agent (the "Agent"), under a Finance Agreement dated as of September 15, 1974 acquired under two Agreements and Assignments dated as of September 15, 1974, the right, security title and interest of each Builder in the units of the Equipment described in Annex B to each Conditional Sale Agreement; and

WHEREAS, the Trustee leased the units of equipment to the Lessee under a Lease of Railroad Equipment dated as of September 15, 1974 (the "Lease") and assigned the Lease to the Agent as security pursuant to an Assignment of Lease and Agreement dated as of September 15, 1974 (the "Lease Assignment"); and

WHEREAS, all obligations have been met and the final payments due under the Certificates of Interest issued by the Agent were made on or about January 8, 1990, all rights assigned to the Agent are terminated, and all estate, right, title and interest of the Agent are hereby reverted to the Trustee.

NOW THEREFORE, in consideration of \$1.00 and other valuable consideration, the receipt of which is hereby acknowledged, the Trustee, not in its personal or Corporate capacity, but solely as owner-trustee under the above described Trust Agreement, acknowledges and declare the Lease to be satisfied and cancelled and does consent that the same be terminated and released from record, and hereby relinquishes unto the Lessee all of Trustee's right, title and interest in and to the Equipment, provided however any claim or liability of the Trustee or Lessee under the Lease arising from facts or circumstances existing prior to the date hereof or which under the terms of the Lease is to survive termination of the Lease shall not be released or otherwise affected hereby.

Release of Security Interest
and Satisfaction of Lease
(B.N. Trust No. 4) - page 2

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(SEAL)

Manufacturers Hanover Trust Company
of California, successor to Wells
Fargo Bank, N.A., Agent and issuer
of certificates of interest.

By 
Its

(SEAL)

Trust Company for USL, Inc.
Owner-Trustee

By 
Its

President

