

2-223A059

REBOUL, MACMURRAY, HEWITT, MAYNARD & KRISTOL

45 ROCKEFELLER PLAZA

NEW YORK, N. Y. 10111

TELEPHONE: (212) 841-5700
TELECOPIER: (212) 841-5725

WILLIAM J. HEWITT
HOWARD G. KRISTOL
JOHN C. MACMURRAY
JOHN MAYNARD
JOHN W. REBOUL
WAYNE A. CROSS
WILLIAM F. MCCORMACK
ROBERT SCHEFF
ROBERT A. SCHWED
DAVID S. ELKIND
CHARLES D. UNIMAN
ROBERT P. DEVLIN
JAMES E. MAGEE (D.C. BAR)
ROBERT L. SILLS
WILLIAM I. SUSSMAN
MARK J. TANNENBAUM
ANDREW P. TASHMAN
ROBERT M. PEAK
EDWARD A. McDONALD
LIZA A. BOSWORTH

MICHAEL DOWNEY RICE
COUNSEL

August 6, 1992

SUITE 728
523 WEST SIXTH STREET
LOS ANGELES, CALIF. 90014
TELEPHONE: (213) 612-0822
TELECOPIER: (213) 895-0108

SUITE 406
1111 NINETEENTH STREET, N. W.
WASHINGTON, D. C. 20036
TELEPHONE: (202) 429-0004
TELECOPIER: (202) 429-8743

RECORDATION NO 8505-B
FILED 1425
AUG 10 1992-1 15 AM
INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Secretary:

We enclose five 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 lease termination notice and release, a secondary document, dated as of June 30, 1992.

The primary documents to which this is connected are recorded under recordation number 8505-B and 8505-D.

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

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

A description of the equipment covered by the document follows:

Seventeen model SD 40-2 diesel electric locomotives, bearing road numbers in the series BN6753 through 6772, and ten model C-30-7 diesel electric locomotives, bearing the road numbers BN5500 through 5509.

Handwritten signature: Liza A. Bosworth

A fee of \$16.00 is enclosed. Please return any extra counterparts not needed by the Commission for recordation 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:

Lease Termination Notice and Release, dated as of June 30, 1992, by Burlington Northern Railroad Company, terminating the lease in respect of seventeen model SD 40-2 diesel electric locomotives and ten model C-30-7 diesel electric locomotives, and connected to the Lease of Railroad Equipment recorded with the Interstate Commerce Commission and assigned recordation number 8505-B, as extended by the Lease Extension Agreement assigned recordation number 8505-D.

Very truly yours,



Michael Rice

MR:dp
Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

8/10/92

OFFICE OF THE SECRETARY

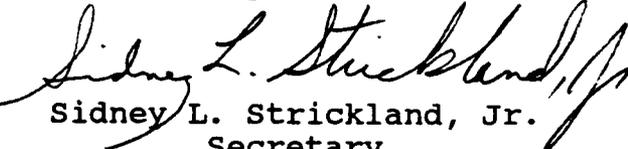
James E. Magee, Esq

Reboul, McMurray, Hewitt, Maynard & Kristol
1111 19th Street N.W. Suite 406
Washington, D.C. 20036

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 8/10/92 at 1:15pm, and assigned recordation number(s). 8505-F

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary