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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

December 1, 2015

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Trust Indenture and Security Agreement and Release of Lien (GERSC Trust 98-A), dated as of November 24, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Trust Indenture and Security Agreement previously filed with the Board under Recordation Number 21530-A.

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

Owner Trustee: Wells Fargo Bank Northwest, N.A. (as  
successor to First Security Bank of N.A.)  
299 South Main Street, 12th Floor  
Salt Lake City, Utah 84111

Indenture Trustee: Manufacturers and Traders Trust Company (as  
successor to The First National Bank of  
Maryland)  
25 South Charles Street  
Baltimore, MD 21202

Section Chief  
December 1, 2015  
Page 2

A description of the equipment covered by the enclosed document is:

All railcars covered by the Memorandum of Trust Indenture and Security Agreement filed under Recordation Number 21530-A are RELEASED.

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

Termination of Trust Indenture and Security Agreement and Release of Lien (GERSC Trust 98-A)

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem  
Enclosures

**TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT  
AND RELEASE OF LIEN**

THIS TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT AND RELEASE OF LIEN is made and entered into as of November 24, 2015 by and between WELLS FARGO BANK NORTHWEST, N.A., a national banking association (as successor to First Security Bank, N.A.) not in its individual capacity, but solely as trustee (in such capacity, "Owner Trustee") under the Amended and Restated Trust Agreement (GERSC Trust 98-A) dated as of July 22, 1998 (the "Trust Agreement") and MANUFACTURERS AND TRADERS TRUST COMPANY (as successor to The First National Bank of Maryland) not in its individual capacity but solely in its capacity as indenture trustee ("Indenture Trustee").

1. The Owner Trustee and the Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (GERSC Trust 98-A) dated as of July 22, 1998 (as amended, supplemented or modified to date, the "Indenture"), as supplemented by that certain Indenture Supplement No. 1 (GERSC Trust 98-A) dated July 22, 1998, by which, among other items, the Owner Trustee granted a security interest in and mortgage Lien on all estate, right, title and interest of Owner Trustee in, to and under the Trust Indenture Estate (including, without limitation, the railroad equipment described on Schedule 1 hereto) to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Indenture. A memorandum of the Indenture was duly recorded with the Surface Transportation Board on July 27, 1998 at 1:15 pm under recordation number 21530-A and a Memorandum of Trust Indenture and Security Agreement (GERSC Trust 98-A) was filed with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on July 27, 1998 at 12:31 pm under document key 11020. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

2. On November 18, 2015, the principal of, interest on, Make Whole Premium Amount and all other amounts due under all Notes were paid in full, the Lien of the Trust Indenture Estate was released and the Indenture terminated.

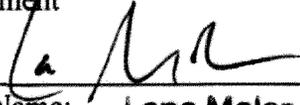
3. Pursuant to Section 10.01(b) of the Indenture, Owner Trustee hereby directs the Indenture Trustee to execute and deliver this instrument to evidence the release of the Equipment (including the equipment described in Schedule 1) from the Lien of the Indenture and the release of the Indenture Documents from the assignment and pledge thereof.

4. This Termination of Trust Indenture and Security Agreement and Release of Lien shall neither impair nor terminate the rights and obligations of the parties under the Indenture which expressly survive termination.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have each caused this Termination of Indenture and Security Agreement and Assignment and Release of Lien to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity but solely as trustee under the Trust Agreement

By:   
Name: **Lane Molen**  
Title: **Assistant Vice President**

Executed on this 24<sup>th</sup> day of November, 2015

MANUFACTURERS AND TRADERS TRUST COMPANY, not in its individual capacity but solely as Indenture Trustee

By: \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_ day of November, 2015

IN WITNESS WHEREOF, the parties hereto have each caused this Termination of Indenture and Security Agreement and Assignment and Release of Lien to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity but solely as trustee under the Trust Agreement

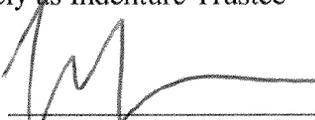
By: \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of November, 2015

MANUFACTURERS AND TRADERS TRUST COMPANY, not in its individual capacity but solely as Indenture Trustee

By:  \_\_\_\_\_

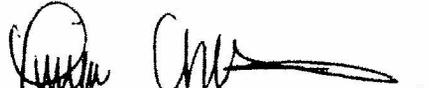
Name: Mark H. Brzoska

Title: Assistant Vice President

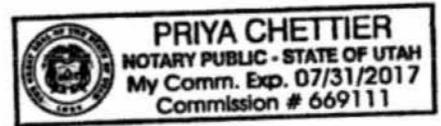
Executed on this 24<sup>th</sup> day of November, 2015

State of Utah )  
 ) ss:  
County of Salt Lake )

On this 24th day of November, 2015, before me personally appeared Lane Miller, to me personally known, who being duly sworn, says that he is Assistant Vice President of WELLS FARGO BANK NORTHWEST, N.A., the trustee under the Trust Agreement, that said instrument was signed and sealed on behalf of said association and that said instrument is the free act and deed of said association.

  
Notary Public

My Commission expires on: 07/31/2017



State of \_\_\_\_\_ )  
 ) ss:  
County of \_\_\_\_\_ )

On this \_\_\_ day of \_\_\_\_\_, 2015, before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, says that he is \_\_\_\_\_ of MANUFACTURERS AND TRADERS TRUST COMPANY, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My Commission expires on: \_\_\_\_\_



## Schedule 1

### List of Equipment

	<b>Car Initial</b>	<b>Car Number</b>		<b>Car Initial</b>	<b>Car Number</b>		<b>Car Initial</b>	<b>Car Number</b>
1	BNSF	471552	32	BNSF	471957	63	BNSF	472017
2	BNSF	471596	33	BNSF	471960	64	BNSF	472018
3	BNSF	471648	34	BNSF	471968	65	BNSF	472019
4	BNSF	471687	35	BNSF	471969	66	BNSF	472020
5	BNSF	471818	36	BNSF	471970	67	BNSF	472022
6	BNSF	471840	37	BNSF	471972	68	BNSF	472023
7	BNSF	471850	38	BNSF	471973	69	BNSF	472025
8	BNSF	471851	39	BNSF	471974	70	BNSF	472026
9	BNSF	471852	40	BNSF	471975	71	BNSF	472027
10	BNSF	471854	41	BNSF	471976	72	BNSF	472030
11	BNSF	471856	42	BNSF	471979	73	BNSF	472031
12	BNSF	471857	43	BNSF	471980	74	BNSF	472032
13	BNSF	471861	44	BNSF	471985	75	BNSF	472033
14	BNSF	471877	45	BNSF	471986	76	BNSF	472034
15	BNSF	471881	46	BNSF	471988	77	BNSF	472035
16	BNSF	471884	47	BNSF	471989	78	BNSF	472036
17	BNSF	471886	48	BNSF	471995	79	BNSF	472037
18	BNSF	471887	49	BNSF	471998	80	BNSF	472038
19	BNSF	471890	50	BNSF	471999	81	BNSF	472040
20	BNSF	471891	51	BNSF	472000	82	BNSF	472042
21	BNSF	471906	52	BNSF	472001	83	BNSF	472043
22	BNSF	471911	53	BNSF	472002	84	BNSF	472044
23	BNSF	471913	54	BNSF	472003	85	BNSF	472045
24	BNSF	471917	55	BNSF	472005	86	BNSF	472047
25	BNSF	471918	56	BNSF	472007	87	BNSF	472048
26	BNSF	471927	57	BNSF	472009	88	BNSF	472050
27	BNSF	471931	58	BNSF	472010	89	BNSF	472052
28	BNSF	471947	59	BNSF	472012	90	BNSF	472053
29	BNSF	471948	60	BNSF	472013	91	BNSF	472054
30	BNSF	471950	61	BNSF	472014	92	BNSF	472055
31	BNSF	471956	62	BNSF	472015	93	BNSF	472057

	Car Initial	Car Number		Car Initial	Car Number		Car Initial	Car Number
94	BNSF	472059	127	BNSF	472295	160	BNSF	472392
95	BNSF	472060	128	BNSF	472296	161	BNSF	472393
96	BNSF	472061	129	BNSF	472297	162	BNSF	472394
97	BNSF	472063	130	BNSF	472298	163	BNSF	472395
98	BNSF	472099	131	BNSF	472299	164	BNSF	472396
99	BNSF	472140	132	BNSF	472301	165	BNSF	472397
100	BNSF	472196	133	BNSF	472302	166	BNSF	472398
101	BNSF	472197	134	BNSF	472303	167	BNSF	472399
102	BNSF	472198	135	BNSF	472304	168	BNSF	472400
103	BNSF	472230	136	BNSF	472307	169	BNSF	472401
104	BNSF	472249	137	BNSF	472308	170	BNSF	472402
105	BNSF	472256	138	BNSF	472310	171	BNSF	472403
106	BNSF	472257	139	BNSF	472312	172	BNSF	472404
107	BNSF	472258	140	BNSF	472313	173	BNSF	472406
108	BNSF	472259	141	BNSF	472316	174	BNSF	472407
109	BNSF	472260	142	BNSF	472323	175	BNSF	472408
110	BNSF	472261	143	BNSF	472325	176	BNSF	472410
111	BNSF	472262	144	BNSF	472334	177	BNSF	472411
112	BNSF	472264	145	BNSF	472355	178	BNSF	472413
113	BNSF	472265	146	BNSF	472356	179	BNSF	472414
114	BNSF	472267	147	BNSF	472358	180	BNSF	472415
115	BNSF	472268	148	BNSF	472359	181	BNSF	472416
116	BNSF	472270	149	BNSF	472360	182	BNSF	472417
117	BNSF	472271	150	BNSF	472361	183	BNSF	472418
118	BNSF	472272	151	BNSF	472371	184	BNSF	472419
119	BNSF	472273	152	BNSF	472373	185	BNSF	472420
120	BNSF	472274	153	BNSF	472377	186	BNSF	472421
121	BNSF	472275	154	BNSF	472378	187	BNSF	472422
122	BNSF	472276	155	BNSF	472379	188	BNSF	472423
123	BNSF	472277	156	BNSF	472382	189	BNSF	472424
124	BNSF	472288	157	BNSF	472386	190	BNSF	472425
125	BNSF	472293	158	BNSF	472387	191	BNSF	472426
126	BNSF	472294	159	BNSF	472390	192	BNSF	472427

	<b>Car Initial</b>	<b>Car Number</b>		<b>Car Initial</b>	<b>Car Number</b>		<b>Car Initial</b>	<b>Car Number</b>
193	BNSF	472428	226	BNSF	472465	259	BNSF	472500
194	BNSF	472429	227	BNSF	472467	260	BNSF	472501
195	BNSF	472431	228	BNSF	472468	261	BNSF	472502
196	BNSF	472432	229	BNSF	472469	262	BNSF	472504
197	BNSF	472433	230	BNSF	472470	263	BNSF	472505
198	BNSF	472434	231	BNSF	472471	264	BNSF	472506
199	BNSF	472436	232	BNSF	472472	265	BNSF	472507
200	BNSF	472437	233	BNSF	472473	266	BNSF	472508
201	BNSF	472438	234	BNSF	472474	267	BNSF	472509
202	BNSF	472439	235	BNSF	472475	268	BNSF	472510
203	BNSF	472440	236	BNSF	472476	269	BNSF	472511
204	BNSF	472441	237	BNSF	472478	270	BNSF	472512
205	BNSF	472442	238	BNSF	472479	271	BNSF	472513
206	BNSF	472443	239	BNSF	472480	272	BNSF	472514
207	BNSF	472444	240	BNSF	472481	273	BNSF	472515
208	BNSF	472445	241	BNSF	472482	274	BNSF	472516
209	BNSF	472446	242	BNSF	472483	275	BNSF	472517
210	BNSF	472447	243	BNSF	472484	276	BNSF	472518
211	BNSF	472448	244	BNSF	472485	277	BNSF	472519
212	BNSF	472449	245	BNSF	472486	278	BNSF	472520
213	BNSF	472450	246	BNSF	472487	279	BNSF	472521
214	BNSF	472451	247	BNSF	472488	280	BNSF	472522
215	BNSF	472452	248	BNSF	472489	281	BNSF	472523
216	BNSF	472453	249	BNSF	472490	282	BNSF	472524
217	BNSF	472454	250	BNSF	472491	283	BNSF	472525
218	BNSF	472455	251	BNSF	472492	284	BNSF	472527
219	BNSF	472456	252	BNSF	472493	285	BNSF	472529
220	BNSF	472458	253	BNSF	472494	286	BNSF	472530
221	BNSF	472459	254	BNSF	472495	287	BNSF	472531
222	BNSF	472460	255	BNSF	472496	288	BNSF	472532
223	BNSF	472461	256	BNSF	472497	289	BNSF	472533
224	BNSF	472462	257	BNSF	472498	290	BNSF	472534
225	BNSF	472463	258	BNSF	472499	291	BNSF	472535

	Car Initial	Car Number		Car Initial	Car Number		Car Initial	Car Number
292	BNSF	472536	325	BNSF	472573	358	BNSF	472658
293	BNSF	472537	326	BNSF	472574	359	BNSF	472659
294	BNSF	472538	327	BNSF	472575	360	BNSF	472660
295	BNSF	472539	328	BNSF	472576	361	BNSF	472661
296	BNSF	472540	329	BNSF	472577	362	BNSF	472663
297	BNSF	472541	330	BNSF	472578	363	BNSF	472664
298	BNSF	472542	331	BNSF	472579	364	BNSF	472665
299	BNSF	472543	332	BNSF	472580	365	BNSF	472666
300	BNSF	472544	333	BNSF	472581	366	BNSF	472668
301	BNSF	472545	334	BNSF	472582	367	BNSF	472669
302	BNSF	472546	335	BNSF	472583	368	BNSF	472670
303	BNSF	472547	336	BNSF	472584	369	BNSF	472671
304	BNSF	472548	337	BNSF	472585	370	BNSF	472672
305	BNSF	472549	338	BNSF	472586	371	BNSF	472673
306	BNSF	472550	339	BNSF	472587	372	BNSF	472674
307	BNSF	472551	340	BNSF	472588	373	BNSF	472675
308	BNSF	472553	341	BNSF	472589	374	BNSF	472676
309	BNSF	472555	342	BNSF	472590	375	BNSF	472677
310	BNSF	472556	343	BNSF	472591	376	BNSF	472678
311	BNSF	472557	344	BNSF	472592	377	BNSF	472679
312	BNSF	472558	345	BNSF	472593	378	BNSF	472680
313	BNSF	472559	346	BNSF	472595	379	BNSF	472681
314	BNSF	472560	347	BNSF	472596	380	BNSF	472682
315	BNSF	472562	348	BNSF	472597	381	BNSF	472683
316	BNSF	472563	349	BNSF	472598	382	BNSF	472685
317	BNSF	472564	350	BNSF	472599	383	BNSF	472686
318	BNSF	472565	351	BNSF	472600	384	BNSF	472687
319	BNSF	472567	352	BNSF	472601	385	BNSF	472688
320	BNSF	472568	353	BNSF	472602	386	BNSF	472689
321	BNSF	472569	354	BNSF	472603	387	BNSF	472690
322	BNSF	472570	355	BNSF	472627	388	BNSF	472691
323	BNSF	472571	356	BNSF	472638	389	BNSF	472692
324	BNSF	472572	357	BNSF	472654	390	BNSF	472693

	Car Initial	Car Number		Car Initial	Car Number		Car Initial	Car Number
391	BNSF	472694	424	BNSF	472729	457	BNSF	472766
392	BNSF	472695	425	BNSF	472730	458	BNSF	472767
393	BNSF	472696	426	BNSF	472731	459	BNSF	472768
394	BNSF	472697	427	BNSF	472732	460	BNSF	472769
395	BNSF	472698	428	BNSF	472733	461	BNSF	472772
396	BNSF	472699	429	BNSF	472734			
397	BNSF	472700	430	BNSF	472736			
398	BNSF	472701	431	BNSF	472737			
399	BNSF	472703	432	BNSF	472738			
400	BNSF	472704	433	BNSF	472739			
401	BNSF	472705	434	BNSF	472740			
402	BNSF	472706	435	BNSF	472741			
403	BNSF	472707	436	BNSF	472742			
404	BNSF	472708	437	BNSF	472743			
405	BNSF	472709	438	BNSF	472744			
406	BNSF	472710	439	BNSF	472745			
407	BNSF	472711	440	BNSF	472746			
408	BNSF	472712	441	BNSF	472748			
409	BNSF	472713	442	BNSF	472749			
410	BNSF	472714	443	BNSF	472750			
411	BNSF	472715	444	BNSF	472751			
412	BNSF	472716	445	BNSF	472752			
413	BNSF	472717	446	BNSF	472754			
414	BNSF	472718	447	BNSF	472755			
415	BNSF	472719	448	BNSF	472756			
416	BNSF	472720	449	BNSF	472757			
417	BNSF	472721	450	BNSF	472758			
418	BNSF	472722	451	BNSF	472759			
419	BNSF	472723	452	BNSF	472760			
420	BNSF	472724	453	BNSF	472761			
421	BNSF	472725	454	BNSF	472762			
422	BNSF	472726	455	BNSF	472763			
423	BNSF	472727	456	BNSF	472764			

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: December 1, 2015

*Edward M. Luria*

\_\_\_\_\_  
Edward M. Luria