

LAW OFFICES OF
LOUIS E. GITOMER, LLC

RECORDATION NO. 19501-K
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SURFACE TRANSPORTATION BOARD

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July 6, 2016

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

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Termination of Trust Indenture and Security Agreement (BN 1995-D), a secondary document, dated as of July 2, 2016. The primary document to which this is connected is recorded under Recordation No. 19501-G. We request that this document be recorded under Recordation No. 19501-K.

The names and addresses of the parties to the Termination of Trust Indenture and Security Agreement (BN 1995-D) are:

Owner Trustee:

Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington Delaware 19890-0001

Indenture Trustee:

Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

A description of the equipment covered by the Termination of Trust Indenture and Security Agreement (BN 1995-D) consists of 14 SD70MAC locomotives numbered BNSF 9551-9564, inclusive.

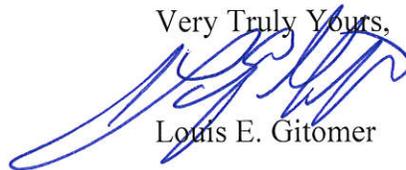
Ms. Cynthia T. Brown
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Termination of Trust Indenture and Security Agreement (BN 1995-D) between Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, DE 19890-0001, and Wells Fargo Bank Northwest, National Association, 299 South Main Street, 12th Floor, Salt Lake City, UT 84111, covering 14 SD70MAC locomotives numbered BNSF 9551-9564, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

**TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT
(BN 1995-D)**

THIS TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT (BN 1995-D) is made and entered into as of July 2, 2016 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") and Wells Fargo Bank Northwest, National Association, as Indenture Trustee ("*Indenture Trustee*").

1. The Owner Trustee and Indenture Trustee have heretofore entered into that certain:

a. Trust Indenture and Security Agreement (BN 1995-D) dated as of July 2, 2007 (as amended, supplemented or modified to date, the "*Indenture*"), a memorandum of which was recorded with the Surface Transportation Board on June 28, 2007 under recordation number 19501-G;

b. Indenture Supplement No. 1 (BN 1995-D), dated as of July 2, 2007 (the "*Indenture Supplement*"), a memorandum of which was recorded with the Surface Transportation Board on June 28, 2007 under recordation number 19501-H; and

c. Memorandum of Lease Assignment (BN 1995-D), dated as of July 2, 2007 (the "*Memorandum of Lease Assignment*"), which was recorded with the Surface Transportation Board on June 28, 2007 under recordation number 19501-I.

2. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

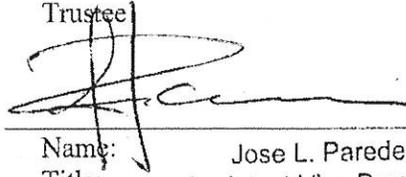
3. Pursuant to Section 10.01 of the Indenture, effective as of the date hereof, the Indenture, the Indenture Supplement and the Memorandum of Lease Assignment were terminated and are of no further effect.

4. The parties acknowledge said termination and desire to clear the public record by execution and recordation of this Instrument.

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

WILMINGTON TRUST COMPANY, not in its
Individual capacity, but solely as Owner
Trustee

By: _____


Name: Jose L. Paredes
Title: Assistant Vice President

Executed on this 5th day of July, 2016

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION

By: _____

Name:
Title:

Executed on this ____ day of July, 2016

STATE OF DELAWARE)

SS.:

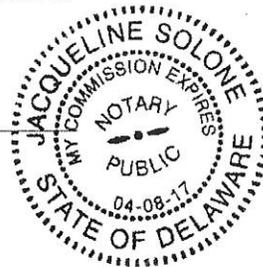
COUNTY OF New Castle

On this, the 5 day of July, 2016, before me, a Notary Public in and for said County and State, personally appeared Jose L. Paredes who being by me duly sworn, says that (s)he is the Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

[Handwritten Signature]

Name:
Notary Public
My Commission Expires:
Residing in _____



STATE OF UTAH)

SS.:

COUNTY OF SALT LAKE)

On this, the ____ day of July, 2016, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

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

WILMINGTON TRUST COMPANY, not in its
Individual capacity, but solely as Owner
Trustee

By: _____

Name:

Title:

Executed on this ___ day of July, 2016

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION

By:  _____

Name: **Lane Molen**

Title: **Vice President**

Executed on this 5th day of July, 2016

STATE OF DELAWARE)

SS.:

COUNTY OF)

On this, the ____ day of July, 2016, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF UTAH)

SS.:

COUNTY OF SALT LAKE)

On this, the 5th day of July, 2016, before me, a Notary Public in and for said County and State, personally appeared Lane Molen, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: Priya Chettier
Notary Public
My Commission Expires: 07/31/2017
Residing in Utah

