

RECORDATION NO. 21665-A FILED

DEC 29 '98 11-30 AM

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OF COUNSEL
URBAN A. LESTER

December 29, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease, dated as of December 30, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Interim User Agreement which was previously filed with the Board under Recordation Number 21665.

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

Manufacturer: General Electric Company
2901 East Lake Road
Erie, PA 16531

Company: The Burlington Northern and
Santa Fe Railway Company
1700 East Golf Road
Schaumburg, IL 60173

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

one hundred one (101) locomotives covered by the original
Interim User Agreement.

Counterpart - Jeth

Mr. Vernon A. Williams
December 29, 1998
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

TERMINATION OF LEASE

DEC 29 '98 11-30 AM

THIS TERMINATION OF LEASE, is made as of the 30th day of December, 1998, by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), BN Leasing Corporation, a Delaware corporation ("BNL"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Railroad").

WHEREAS, GE, BNL and Railroad are parties to an Interim User Agreement dated as of September 15, 1998 covering 101 GE Model Dash 9-44CW diesel electric locomotives bearing road numbers 4866, 4872, 4873 and 4881-4978 (inclusive) (the "Lease"); and

WHEREAS, GE, BNL and Railroad now desire to terminate and cancel the Lease in its entirety;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad, BNL and GE, intending to be legally bound, agree as follows:

1. Railroad, BNL and GE hereby terminate and cancel the Lease, effective December 30, 1998.

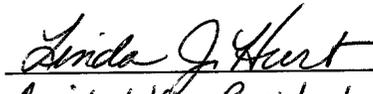
IN WITNESS WHEREOF, Railroad, BNL and GE have each caused this Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

Attest:



 Asst Corporate Secretary

BN LEASING CORPORATION

By: 

 Its Assistant Vice President and Assistant Treasurer

Attest:



 M. J. Baughman,
 Attesting Secretary

GENERAL ELECTRIC COMPANY

By: 

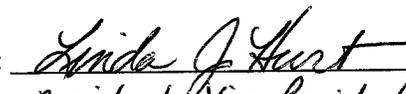
 S. F. Angel, General Manager

Attest:



 Asst Corporate Secretary

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By: 

 Its Assistant Vice President-Finance and Assistant Treasurer

State of Illinois

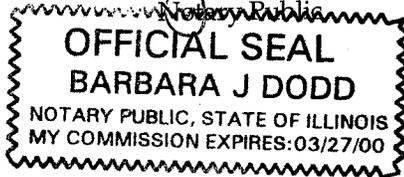
County of Cook

On this 28 day of December, 1998, before me personally appeared Linda J. Hunt Asst. Vice President and Asst. Treasurer of BN Leasing Corporation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Barbara J Dodd

My Commission expires:



Commonwealth of Pennsylvania)

County of Erie)

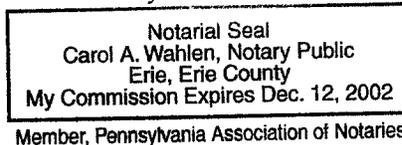
On this 23 day of December, 1998, before me personally appeared S. F. Angel, to me personally known, who, being by me duly sworn, says that he is a General Manager of General Electric Company's Transportation Systems Business Operation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Carol A. Wahlen

Notary Public

My Commission expires:



State of Illinois

County of Cook

On this 28 day of December, 1998, before me personally appeared Linda J. Hunt to me personally known, who, being by me duly sworn, says that he is A of The Burlington Northern and Santa Fe Railway Company, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Barbara J Dodd
Notary Public

My Commission expires:



Assistant Vice President - Finance
and Assistant Treasurer