

RECORDATION NO. 24289-B FILED

JUN 15 '04 1-35 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 15, 2004

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 Memorandum of Expiration of Lease Agreement dated as of June 11, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete lease termination and relates to the lease referred to in the Assignment Of Lessor's Interest In Lease which was previously filed with the Board under Recordation Number 24289.

The name and address of the part to the enclosed document is:

Lessor:	Manufacturers and Traders Trust Company (successor in interest to Allfirst Bank) 25 South Charles Street Baltimore, Maryland 21201
Lessee:	Burlington Northern and Santa Fe Railway Company 2650 Lou Menk Drive Fort Worth, TX 76161

Mr. Vernon A. Williams
June 15, 2004
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A description of the railroad equipment covered by the enclosed document is:

7 GP-38-2 diesel electric locomotives: BNSF 2376 – BNSF 2382.

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

Memorandum of Expiration of Lease Agreement.

Also enclosed is a check in the amount of \$30.00 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

RWA/anm
Enclosures

RECORDATION NO. 24289-B FILED

MEMORANDUM OF
EXPIRATION OF LEASE AGREEMENT

JUN 15 '04 1-35 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF EXPIRATION OF LEASE AGREEMENT (this "Memorandum") dated as of June 11, 2004 is between **M&T CREDIT CORPORATION** (successor-in-interest to Manufacturers and Traders Trust Company, successor-by-merger to Allfirst Bank) ("Lessor") and **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**, as lessee ("Lessee").

A. Residual Based Finance Corporation ("Residco"), as lessor, and Lessee, as lessee, entered into that certain Lease Agreement and Rider One (1) thereto, each dated as of April 1, 1999 (collectively, the "Lease"), pursuant to which Residco leased to Lessee seven (7) locomotives more specifically described in Exhibit A attached hereto and made a part hereof.

B. Residco assigned to Lessor all of its right, title and interest in and to and obligations under the Lease pursuant to an Assignment of Lessor's Interest in Lease dated as of January 21, 2003 by and between Residco, as assignor and Lessor, as assignee, recorded with the Surface Transportation Board on January 21, 2003 under recordation number 24289.

C. Lessor and Lessee desire to record this Memorandum with the Surface Transportation Board so as to record the expiration of the Lease.

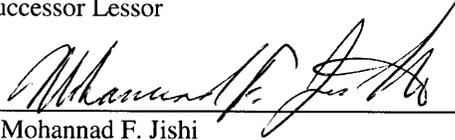
E. This Memorandum may be executed in any number of counterparts, all of which when taken together shall constitute one agreement.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WITNESS:

M&T CREDIT CORPORATION,
as successor Lessor

By: 

Mohannad F. Jishi
Vice President

**THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY,**
as Lessee

By: _____
Name:
Title:

STATE OF MARYLAND)

) SS:

CITY OF BALTIMORE)

On this 19th day of ~~May~~ ^{June}, 2004, before me, a Notary Public of the City and State aforesaid, personally Mohannad F. Jishi, to me personally known, who being by me duly sworn, says that he is a Vice President of M&T CREDIT CORPORATION, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed 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.

AS WITNESS my hand and notarial seal



Lashawn R. Jenkins
Notary Public

My commission expires: 5/1/06

STATE OF _____, COUNTY/CITY OF _____.

On this ___ day of May, 2004, before me, a Notary Public of the County/City and State aforesaid, personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the duly authorized _____ of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on behalf of said corporation by authority of its directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Notary Public

My commission expires: _____

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

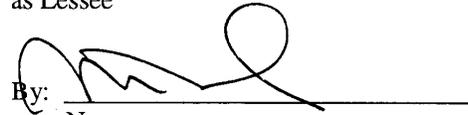
WITNESS:

M&T CREDIT CORPORATION,
as successor Lessor

By: _____
Mohannad F. Jishi
Vice President



**THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY,**
as Lessee

By: 
Name:
Title:

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this ____ day of May, 2004, before me, a Notary Public of the City and State aforesaid, personally Mohannad F. Jishi, to me personally known, who being by me duly sworn, says that he is a Vice President of M&T CREDIT CORPORATION, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed 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.

AS WITNESS my hand and notarial seal

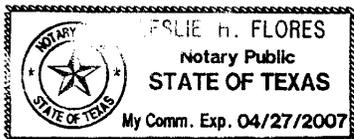
Notary Public

My commission expires: _____

STATE OF _____, COUNTY/CITY OF _____.

On this 11th day of June, 2004, before me, a Notary Public of the County/City and State aforesaid, personally appeared M. David Dealy, to me personally known, who being by me duly sworn, says that s/he is the duly authorized Vice President - Transportation of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on behalf of said corporation by authority of its directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



Eslié H. Flores
Notary Public

My commission expires: 04/27/2007

Exhibit A

DESCRIPTION OF LOCOMOTIVES

Seven (7) GP-38-2 diesel electric locomotives bearing the following reporting marks and numbers:

BNSF 2376 through BNSF 2382