

THOMPSON
HINE & FLORY LLP

Attorneys at Law

RECORDATION NO. 23145-A FILED

JAN 17 '01 11-32 AM

75

SURFACE TRANSPORTATION BOARD

January 17, 2001

VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a Termination of Lease, dated as of January 8, 2001, by and among General Electric Company, acting through its Transportation Systems Business Operation ("Lessor"), BN Leasing Corporation and The Burlington Northern and Santa Fe Railway Company (collectively the "Lessee"), a secondary document not previously recorded.

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

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

LESSEE: BN Leasing Corporation
2560 Lou Menk Drive
Fort Worth, TX 76161

LESSEE: The Burlington Northern and Santa Fe Railway Company
2560 Lou Menk Drive
Fort Worth, TX 76161

The said Termination of Lease terminates and cancels of record that certain Interim User Agreement, dated as of August 31, 2000, (the "Lease"), covering certain locomotives, and recorded with the Board on October 4, 2000, under Recordation No. 23145. The said Termination of Lease should be recorded under the next available letter under Recordation No. 23145, namely No. 23145-A.

1920 N Street, N.W. Washington, D.C. 20036-1601 202-331-8800 fax 331-8330

BRUSSELS. BELGIUM CINCINNATI CLEVELAND COLUMBUS DAYTON PALM BEACH WASHINGTON. D.C.

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Secretary, STB
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The locomotives covered by this Termination of Lease are all units identified in the aforesaid Lease recorded under Recordation No. 23145.

A short summary of this Termination of Lease to appear in the STB index is as follows:

“Full Termination of Lease under Recordation No. 23145.”

Enclosed is a check in the amount of \$26.00 for the required recording fee.

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt, the letter from the Secretary acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III
*Attorney for Purposes of this Filing for
General Electric Company, BN Leasing
Corporation and The Burlington Northern
and Santa Fe Railway Company*

Enclosure

114034.1
049759.01

TERMINATION OF LEASE

JAN 17 '01 11-82 AM

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE, is made as of the 8th day of January, 2001, 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 August 31, 2000 covering 50 GE Model Dash 9-44CW diesel electric locomotives bearing road numbers 5370 through 5419 (inclusive) (the "Lease"); and

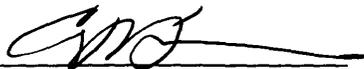
WHEREAS, GE, BNL and Railroad now desire to terminate and cancel the Lease in its entirety;

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 January 8, 2001.

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:



Corporate Secretary

BN LEASING CORPORATION

By: 

Its General Director - Finance

Attest:



M. J. Baughman,
Attesting Secretary

GENERAL ELECTRIC COMPANY

By: 

Robert J. Koontz, Manager

Attest:



Corporate Secretary

**THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY**

By: 

Its General Director - Finance

State of Texas)
County of Tarrant)

On this 9 day of January, 2001, before me personally appeared L. Steven Villmer to me personally known, who, being by me duly sworn, says that he/she is Gen. Dir. Finance of BN Leasing Corporation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL] Lina M. Malhos
Notary Public

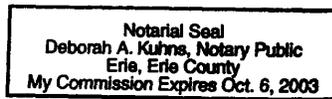


Commonwealth of Pennsylvania)
County of Erie)

On this 8th day of January, 2001, before me personally appeared Robert J. Koontz, to me personally known, who, being by me duly sworn, says that he is a 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] Deborah A. Kuhns
Notary Public

My Commission expires:



State of Texas)
County of Tarrant)

On this 9 day of January, 2001, before me personally appeared L. Steven Villmer to me personally known, who, being by me duly sworn, says that he/she is Gen. Dir. Finance 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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL] Lina M. Malhos
Notary Public



DISTRICT OF COLUMBIA) SS.:

CERTIFICATE OF TRUE COPY

I, John K. Maser III, a member of the Bar of the District of Columbia, do hereby certify that I have compared the attached document with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this
17th day of January, 2001.

John K. Maser III

Subscribed and sworn to before me

this 17th day of January, 2001.

Patricia Sokolov
Notary Public, D.C.

My Commission Expires: ~~My Commission Expires May 31, 2002~~