

Law Offices of

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March 26, 2001

RECORDATION NO. 22430-G FILED

MAR 20 '01 2-47 PM
75
SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company
Substitution of Equipment
BNSF 1999-F

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, an original copy of each of the documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

John
The enclosed document relates to Recordation Number 22430.

The documents are as follows:

(1) Partial Release of Security Interest (BNSF 1999-F), dated March 16, 2001, from Allfirst Bank, as Indenture Trustee (the "Indenture Trustee"); and

(2) Partial Termination of Lease Agreement (BNSF 1999-F), dated March 16, 2001, between the Wilmington Trust Company, as Lessor (the "Lessor") and The Burlington Northern and Santa Fe Railway Company, as Lessee (the "Lessee").

The names and addresses of the parties to the enclosed documents are as follows:

PARTIAL RELEASE OF SECURITY INTEREST

Indenture Trustee: Allfirst Bank
25 South Charles Street MC 101-591
Baltimore, Maryland 21201

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PARTIAL TERMINATION OF LEASE AGREEMENT:

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Lessee: The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2830

The equipment covered as of the date hereof by the aforesaid Partial Release of Security Interest and the Partial Termination of Lease Agreement consists of 1 Dash 9-44CW Diesel Electric Locomotive bearing the reporting mark BNSF 4499, as specifically described in Exhibit A attached hereto.

A fee of fifty-two (\$52.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Robert Alvord
Alvord and Alvord
1600 K Street, N.W.
Suite 200
Washington, D.C 20006-2973

A short summary of each of the documents to appear in the index follows:

(1) PARTIAL RELEASE OF SECURITY INTEREST:

Partial Release of Security Interest (BNSF 1999-F) from Allfirst Bank, as Indenture Trustee, 25 South Charles Street MC 101-591, Baltimore, Maryland 21201, dated March 16, 2001, covering 1 Dash 9-44CW Diesel Electric Locomotive bearing the reporting mark BNSF 4499, as specifically described in Exhibit A attached hereto.

(2) PARTIAL TERMINATION OF LEASE AGREEMENT:

Partial Termination of Lease Agreement (BNSF 1999-F) between Wilmington Trust Company, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2500 Lou Menk Drive, Fort Worth, Texas 76131-2830, dated

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March 16, 2001, covering 1 Dash 9-44CW Diesel Electric Locomotive bearing the reporting mark BNSF 4499, as specifically described in Exhibit A attached hereto.

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3892.

Sincerely,

CHAPMAN AND CUTLER

BY Karl T. Williams
Karl T. Williams

Enclosures

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SCHEDULE 1

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44CW Diesel Electric Locomotive	1	BNSF 4499

RECORDATION NO. 22430-G FILE

MAR 20 '01 2-47 PM

**PARTIAL RELEASE OF SECURITY INTEREST
(BNSF 1999-F)**

SURFACE TRANSPORTATION BOARD

THIS PARTIAL RELEASE OF SECURITY INTEREST dated as of March 16, 2001 is made and entered into by the undersigned, ALLFIRST BANK, a Maryland banking corporation (the "*Indenture Trustee*").

For good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Indenture Trustee hereby terminates, releases and discharges its security interest in the railroad equipment set forth on Schedule 1 attached hereto which have been deemed to have suffered an Event of Loss.

Such security interest was granted pursuant to that certain Trust Indenture and Security Agreement (BNSF 1999-F), dated September 1, 1999 (the "*Indenture*"), by Wilmington Trust Company, as Owner Trustee, in favor of the Indenture Trustee, as supplemented, a Memorandum of which was duly recorded with the Surface Transportation Board on September 28, 1999 at 2:30 p.m. under Recordation Number 22430-A and the related Memorandum of Lease Assignment (BNSF 1999-F), which was duly recorded with the Surface Transportation Board on September 28, 1999 at 2:30 p.m. under Recordation Number 22430-D. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

Dated this 16th day of March, 2001.

ALLFIRST BANK

By: *Robert D. Brown*
Title: ROBERT D. BROWN
VICE PRESIDENT

STATE OF Maryland)
City) SS.:
COUNTY OF Baltimore)

On this, the 16th day of March, 2001, before me personally appeared Robert D. Brown to me personally known, who being by me duly sworn, says that (s)he is the Vice President of ALLFIRST BANK, that said instrument was signed on March 16 2001 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.

Deborah K. Bailey
Name:
Notary Public
My Commission Expires: 4/13/02
Residing in Baltimore

SCHEDULE 1

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44CW Diesel Electric Locomotive	1	BNSF 4499