

Law Offices of

CHAPMAN AND CUTLER

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March __, 2001

RECORDATION NO. 22430-H FILED

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

MAR 20 '01 2:50 PM
TS
SURFACE TRANSPORTATION BOARD

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.

g.h.

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

1177102.01.03
1535632

~~COPY~~

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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

~~COPY~~

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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

~~COPY~~⁻³⁻

Law Offices of
CHAPMAN AND CUTLER

SCHEDULE 1

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

C O P Y

RECORDATION NO. 22430-H FILED

**PARTIAL TERMINATION OF LEASE AGREEMENT
(BNSF 1999-F)**

MAR 20 01 2-50 PM

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF LEASE AGREEMENT is made and entered into as of March 16, 2001 by and between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee ("*Lessor*") and The Burlington Northern and Santa Fe Railway Company ("*Lessee*").

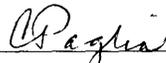
1. Lessor has heretofore leased to Lessee certain railroad equipment set forth on Schedule 1 attached hereto pursuant to the Lease Agreement (BNSF 1999-F), dated September 1, 1999 (the "*Lease*"), as supplemented, a Memorandum of which was duly recorded with the Surface Transportation Board on September 28, 1999 at 2:30 p.m. under Recordation Number 22430. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease is terminated effective as of the date hereof with respect to the Units of railroad equipment set forth on Schedule 1 attached hereto which have been deemed to have suffered an Event of Loss.

3. This Partial Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this partial termination

Dated this 16th day of March, 2001.

WILMINGTON TRUST COMPANY

By 
Name: **Charlotte Paglia**
Title: **Senior Financial Services Officer**

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By _____
Name: L. Steven Vollmer
Title: General Director-Finance

Dated this 16th day of March, 2001.

WILMINGTON TRUST COMPANY

By _____
Name:
Title:

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By  _____
Name: L. Steven Vollmer
Title: General Director-Finance

STATE OF Delaware)
) SS:
COUNTY OF Newcastle)

On this, the 16th day of March, 2001, before me personally appeared Charlotte Paglia to me personally known, who being by me duly sworn, says that (s)he is the ~~Senior Financial Services Officer~~ Senior Financial Services Officer of WILMINGTON TRUST COMPANY, 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.

Aaron S. Newson
Name:
Notary Public
My Commission Expires:
Residing in Delaware

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this ___ day of March, 2001, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on March __, 2001, 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.

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

Name: Tina M. Mailhos
Notary Public – State of Texas
My Commission Expires: July 16, 2002
Residing in Forth Worth, Texas

(Seal)

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of March, 2001, before me personally appeared _____ to me personally known, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on March __, 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.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this 16th day of March, 2001, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on March 16, 2001, 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.

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

Tina Mailhos
Name: Tina M. Mailhos
Notary Public – State of Texas
My Commission Expires: July 16, 2002
Residing in Forth Worth, Texas



EXHIBIT A

UNITS

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