RECORDATION NO. 21622-A FILED

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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

March 21, 2002

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 Notice of Termination of Lease, dated as of March 8, 2002 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment which was previously filed with the Board under Recordation Numbers 11188 and 21622.

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

Lessor: First Union Rail Corporation
6250 River Road
Rosemont, Il 60018

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

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

Locomotive BNSF 8112

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

Notice of Termination of Lease

Also enclosed is a check in the amount of $28.00 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,

Robert W. Alvord

RWA/anr
Enclosures

NOTICE OF TERMINATION OF LEASE

This NOTICE OF TERMINATION OF LEASE is made as of this 8th day of March, 2002 by FIRST UNION RAIL CORPORATION whose mailing address is One O'Hare Centre, 6250 River Road, Suite 5000, Rosemont, Illinois, 60018.

First Union Rail Corporation hereby acknowledges and confirms the following:

1. Locomotive BNSF 8112 ("BNSF 8112") is subject to that certain Lease of Railroad Equipment dated as of October 1, 1979 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease Agreement"), between First Union Rail Corporation, as lessor, and The Burlington Northern and Santa Fe Railway Company, as lessee;

2. Notice is hereby given that the Lease Agreement has been terminated solely with respect to BNSF 8112.

IN WITNESS WHEREOF, the party hereto has caused this NOTICE OF TERMINATION OF LEASE to be duly executed by their duly authorized representative as of this 8th day of March, 2002.

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour
Name: Richard F. Seymour
Title: Vice President ~~Sales~~ & Marketing

STATE OF ILLINOIS

COUNTY OF COOK

On this 8th day of March, 2002, in Cook County, Illinois, before me personally appeared Richard F. Seymour, to me personally known, who being by me duly sworn, says that [s]he is the VP Sales & Marketing, of FIRST UNION RAIL CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

K. A. Dombrowski
Notary Public

[NOTARIAL SEAL]

My Commission Expires:
10-7-2005
(Notary Public)

OFFICIAL SEAL
K. A. DOMBROWSKI
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 10-7-2005

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SURFACE TRANSPORTATION BOARD

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