

RECORDATION NO. 6752-L FILED

JAN 06 '04 2-51 PM

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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

January 5, 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 three (3) copies of a Notice of Termination of Railroad Equipment Lease Agreement, dated December 22, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Railroad Equipment Lease Agreement previously filed with the Commission under Recordation Number 6752-H.

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

Lessor: Residual Based Finance
Corporation
Three First National Plaza
Suite 777
Chicago, IL 60602

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:

184 covered hopper railcars bearing BN, BNSF and SLSF reporting marks and road numbers.

NOTICE OF TERMINATION OF RAILROAD EQUIPMENT LEASE AGREEMENT

THIS NOTICE OF TERMINATION OF RAILROAD EQUIPMENT LEASE AGREEMENT, hereinafter called ("Agreement") dated as of December 22, 2003 by and between RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation, hereinafter called "Lessor", and THE BURLINGTON NORTHERN AND SANTA FE RAILROAD COMPANY, f/k/a BURLINGTON NORTHERN RAILROAD COMPANY, a Delaware corporation, hereinafter called "Lessee".

WITNESSETH:

WHEREAS, Lessor and Lessee have entered into that certain RAILROAD EQUIPMENT LEASE AGREEMENT (Surface Transportation Board Recordation Number 6752-H);

WHEREAS, the railroad equipment (the "Cars") leased under the Agreement is described on Schedule A attached and Schedule B as originally filed, hereto; and

WHEREAS, the parties desire to confirm the lease has expired on the terms set forth in the Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Lessor and Lessee affirm said Agreement has expired on the terms set forth in the Agreement.
2. The terms of the Agreement are incorporated herein by reference.

RECORDATION NO. 6752-C FILED

JAN 06 '04 2-51 PM

SURFACE TRANSPORTATION BOARD

LESSOR:

RESIDUAL BASED FINANCE CORPORATION

By [Signature]

Its President

LESSEE:

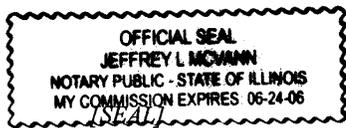
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By [Signature]

Linda J. Hurt
Assistant Vice President – Finance
and Treasurer

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

On this 30th day of December, 2003, before me personally appeared Vincent A. Kolber, to me personally known who being duly sworn, did depose and say that such person is President of RESIDUAL BASED FINANCE CORPORATION and that the foregoing document was signed on behalf of said corporation by authority of its board or directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.

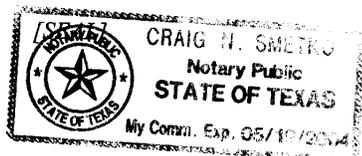




Notary Public

STATE OF TEXAS)
)
COUNTY OF TARRANT) SS

On this 22nd day of DECEMBER, 2003, before me personally appeared Linda J. Hurt, to me personally known who being duly sworn, did depose and say that such person is Assistant Vice President – Finance and Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY and that the foregoing document was signed on behalf of said corporation by authority of its board or directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.





Notary Public

SCHEDULE A To
NOTICE OF TERMINATION OF RAILROAD EQUIPMENT LEASE AGREEMENT
Between
RESIDUAL BASED FINANCE CORPORATION and THE BURLINGTON NORTHERN AND SANTA
FE RAILWAY COMPANY, f/k/a BURLINGTON NORTHERN RAILROAD COMPANY

Schedule of Railroad Equipment

184 100-Ton Covered Hopper Cars bearing the Reporting Marks of Units
of Equipment as shown in the column captioned "Current Initial & Number"

<u>Old Initial & Number</u>		<u>Destroyed</u>	<u>Current Initial & Number</u>	
<u>Initial</u>	<u>Number</u>		<u>Initial</u>	<u>Number</u>
BN	438100		BN	438100
BN	438101		BNSF	406601
BN	438102		BN	438102
BN	438103		BN	438103
BN	438104		BN	438104
BN	438105		BN	438105
BN	438106		BNSF	406606
BN	438107		BNSF	406607
BN	438108		BN	438108
BN	438109		BN	438109
BN	438110		BNSF	406610
BN	438111		BN	438111
BN	438112		BN	438112
BN	438113		BNSF	406613
BN	438114	7/15/1983		
BN	438115	1/15/1976		
BN	438116		BN	438116
BN	438117		BN	438117
BN	438118		BN	438118
BN	438119		BN	438119
BN	438120		BN	438120
BN	438121		BNSF	406619
BN	438122	4/16/2001		
BN	438123		BNSF	406621
BN	438124		BNSF	406622
BN	438125		BNSF	406623
BN	438126	1/15/1980		
BN	438127		BN	438127
SLSF	78028		BNSF	406625
SLSF	78029		BNSF	406626
BN	438130		BN	438130
BN	438131		BNSF	406628
BN	438132		BN	438132
BN	438133		BN	438133
BN	438134		BN	438134
BN	438135		BNSF	406632
BN	438136		BNSF	406633
BN	438137		BN	438137
BN	438138		BNSF	406635
BN	438139		BNSF	406636
BN	438140		BN	438140
BN	438141		BNSF	406638

SCHEDULE A To
NOTICE OF TERMINATION OF RAILROAD EQUIPMENT LEASE AGREEMENT
Between
RESIDUAL BASED FINANCE CORPORATION and THE BURLINGTON NORTHERN AND SANTA
FE RAILWAY COMPANY, f/k/a BURLINGTON NORTHERN RAILROAD COMPANY

<u>Old Initial & Number</u>		<u>Destroyed</u>	<u>Current Initial & Number</u>	
<u>Initial</u>	<u>Number</u>		<u>Initial</u>	<u>Number</u>
BN	438142		BNSF	406639
SLSF	78043		BNSF	406640
SLSF	78044		BNSF	406641
BN	438145		BNSF	406642
BN	438146		BN	438146
BN	438147		BN	438147
BN	438148		BN	438148
SLSF	78049		BNSF	406646
BN	438150		BNSF	406647
BN	438151		BN	438151
BN	438152		BN	438152
BN	438153		BN	438153
SLSF	78054		BNSF	406651
BN	438155		BN	438155
BN	438156		BNSF	406653
BN	438157		BN	438157
BN	438158		BN	438158
BN	438159		BNSF	406656
BN	438160		BNSF	406657
BN	438161		BNSF	406658
BN	438162		BN	438162
BN	438163		BN	438163
BN	438164		BN	438164
BN	438165		BN	438165
BN	438166		BN	438166
BN	438167		BNSF	406664
BN	438168		BN	438168
BN	438169		BNSF	406666
BN	438170		BN	438170
BN	438171		BN	438171
BN	438172		BN	438172
BN	438173		BN	438173
BN	438174		BN	438174
BN	438175		BNSF	406672
BN	438176		BN	438176
BN	438177		BN	438177
BN	438178		BN	438178
BN	438179		BN	438179
BN	438180		BN	438180
BN	438181		BNSF	406678
BN	438182		BN	438182
BN	438183	8/21/2000		
BN	438184		BN	438184
BN	438185		BN	438185
BN	438186		BNSF	406683
BN	438187		BN	438187
BN	438188		BN	438188

SCHEDULE A To
NOTICE OF TERMINATION OF RAILROAD EQUIPMENT LEASE AGREEMENT
Between
RESIDUAL BASED FINANCE CORPORATION and THE BURLINGTON NORTHERN AND SANTA
FE RAILWAY COMPANY, f/k/a BURLINGTON NORTHERN RAILROAD COMPANY

<u>Old Initial & Number</u>		<u>Destroyed</u>	<u>Current Initial & Number</u>	
<u>Initial</u>	<u>Number</u>		<u>Initial</u>	<u>Number</u>
BN	438189		BN	438189
BN	438190		BN	438190
BN	438191		BN	438191
BN	438192		BN	438192
BN	438193		BN	438193
BN	438194		BNSF	406691
BN	438195		BN	438195
BN	438196		BN	438196
BN	438197		BN	438197
BN	438198		BN	438198
BN	438199	1/15/1986		
BN	438200		BN	438200
BN	438201		BN	438201
SLSF	78102		BNSF	406698
BN	438203		BNSF	406699
BN	438204		BN	438204
BN	438205		BNSF	406701
BN	438206		BNSF	406702
BN	438207	7/15/1990		
BN	438208	7/15/1982		
BN	438209	9/6/1998		
BN	438210		BN	438210
BN	438211	1/15/1987		
BN	438212	1/15/1994		
BN	438213		BN	438213
BN	438214		BN	438214
BN	438215		BN	438215
BN	438216		BN	438216
BN	438217		BN	438217
BN	438218		BN	438218
BN	438219	1/15/1977		
BN	438220		BN	438220
BN	438221		BN	438221
BN	438222		BN	438222
SLSF	78123		BN	438223
BN	438224		BN	438224
BN	438225		BNSF	406716
BN	438226		BNSF	406717
BN	438227		BN	438227
BN	438228		BN	438228
BN	438229	7/15/1983		
BN	438230		BN	438230
BN	438231		BN	438231
BN	438232		BN	438232
BN	438233		BN	438233
BN	438234	1/15/1986		
BN	438235		BNSF	406724

SCHEDULE A To
NOTICE OF TERMINATION OF RAILROAD EQUIPMENT LEASE AGREEMENT
Between
RESIDUAL BASED FINANCE CORPORATION and THE BURLINGTON NORTHERN AND SANTA
FE RAILWAY COMPANY, f/k/a BURLINGTON NORTHERN RAILROAD COMPANY

<u>Old Initial & Number</u>		<u>Destroyed</u>	<u>Current Initial & Number</u>	
<u>Initial</u>	<u>Number</u>		<u>Initial</u>	<u>Number</u>
BN	438236		BN	438236
BN	438237		BN	438237
BN	438238		BN	438238
BN	438239		BN	438239
BN	438240		BN	438240
BN	438241		BN	438241
BN	438242		BN	438242
BN	438243		BN	438243
BN	438244		BN	438244
BN	438245		BNSF	406734
BN	438246	4/8/2003		
BN	438247		BN	438247
BN	438248		BN	438248
BN	438249		BN	438249
BN	438250		BN	438250
BN	438251	1/15/1986		
BN	438252	7/15/1983		
BN	438253	1/15/2003		
BN	438254		BN	438254
BN	438255		BN	438255
BN	438256		BN	438256
BN	438257		BN	438257
BN	438258		BNSF	406745
SLSF	78159		SLSF	78159
SLSF	78160		BNSF	406747
BN	438261		BN	438261
BN	438262		BN	438262
BN	438263		BNSF	406750
BN	438264		BNSF	406751
BN	438265	1/15/1984		
BN	438266		BNSF	406752
BN	438267	1/15/1994		
BN	438268		BN	438268
BN	438269		BNSF	406754
BN	438270	1/15/1976		
BN	438271		BN	438271
BN	438272		BNSF	406756
BN	438273		BN	438273
BN	438274	1/15/1986		
BN	438275		BN	438275
BN	438276		BN	438276
BN	438277		BN	438277
BN	438278		BN	438278
BN	438279	1/15/1994		
BN	438280		BN	438280
BN	438281	7/15/1984		
BN	438282		BN	438282

SCHEDULE A To
NOTICE OF TERMINATION OF RAILROAD EQUIPMENT LEASE AGREEMENT
Between
RESIDUAL BASED FINANCE CORPORATION and THE BURLINGTON NORTHERN AND SANTA
FE RAILWAY COMPANY, f/k/a BURLINGTON NORTHERN RAILROAD COMPANY

<u>Old Initial & Number</u>		<u>Destroyed</u>	<u>Current Initial & Number</u>	
<u>Initial</u>	<u>Number</u>		<u>Initial</u>	<u>Number</u>
BN	438283		BN	438283
BN	438284		BNSF	406765
BN	438285		BN	438285
BN	438286		BN	438286
BN	438287		BN	438287
BN	438288		BN	438288
BN	438289		BNSF	406770
BN	438290		BNSF	406771
BN	438291		BN	438291
BN	438292		BN	438292
BN	438293		BN	438293
BN	438294		BN	438294
BN	438295		BNSF	406776
BN	438296	1/15/1994		
BN	438297		BNSF	406777
BN	438298		BN	438298
BN	438299		BN	438299

SCHEDULE B To
NOTICE OF TERMINATION OF RAILROAD EQUIPMENT LEASE AGREEMENT
Between
RESIDUAL BASED FINANCE CORPORATION and BURLINGTON NORTHERN
RAILROAD COMPANY

Schedule of Railroad Equipment

184 100-Ton Covered Hopper Cars bearing the Reporting Marks of Units of Equipment as follows or as subsequently renumbered or deleted due to casualty:

BN 438100-438113 inclusive
BN 438116-438125 inclusive
BN 438127
BN 438130-438142 inclusive
BN 438145-438148 inclusive
BN 438150-438153 inclusive
BN 438155-438198 inclusive
BN 438200-438201 inclusive
BN 438203-438206 inclusive
BN 438209-438210 inclusive
BN 438212-438218 inclusive
BN 438220-438222 inclusive
BN 438224-438228 inclusive
BN 438230-438233 inclusive
BN 438235-438250 inclusive
BN 438253-438258 inclusive
BN 438261-438264 inclusive
BN 438266-438269 inclusive
BN 438271-438273 inclusive
BN 438275-438280 inclusive
BN 438282-438299 inclusive
SLSF 78028-78029 inclusive
SLSF 78043-78044 inclusive
SLSF 78049
SLSF 78054
SLSF 78102
SLSF 78123
SLSF 78159-78160 inclusive