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RECORDATION NO. 22745-C FILED

FEB 28 '06 3-05 PM

**SURFACE TRANSPORTATION BOARD**

lgitomer@dc.bjllp.com

February 28, 2006

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

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Termination, a secondary document, dated as of January 23, 2006. The primary document to which this is connected is recorded under Recordation No. 22745. We request that one copy of this document be recorded under Recordation No. 22745-C.

The names and addresses of the parties to the Memorandum of Lease Termination are:

Lessor:

M&T Credit Services, LLC  
25 South Charles Street  
Baltimore, MD 21202

Lessee:

The Burlington Northern and Santa Fe Railway Company  
2500 Lou Menk Drive  
Fort Worth TX 76131-2828

A description of the equipment covered by the Memorandum of Lease Termination consists of 38 GP-38-2 locomotives numbered EMDX 741, 743, 745, 747, 748, 752, 753, 756, 758, 759, 760, 761, 762, 767, 770, 771, 776, 778, 779, 780, 781, 783, 785, 787, 789, 791, 792, 797, 798, 799, 802, 804, 807, 808, 824, 826, 827, and 838.

**BALL JANIK** LLP

Honorable Vernon A. Williams

February 28, 2006

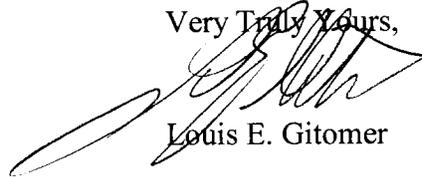
Page 2

A fee of \$33.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Termination between M&T Credit Services, LLC, 25 South Charles Street, Baltimore, MD 21202, The Burlington Northern and Santa Fe Railway Company, 2500 Lou Menk Drive, Fort Worth TX 76131-2828, 38 GP-38-2 locomotives numbered EMDX 741, 743, 745, 747, 748, 752, 753, 756, 758, 759, 760, 761, 762, 767, 770, 771, 776, 778, 779, 780, 781, 783, 785, 787, 789, 791, 792, 797, 798, 799, 802, 804, 807, 808, 824, 826, 827, and 838.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name 'Louis E. Gitomer'.

Louis E. Gitomer

Enclosures

RECORDATION NO. 22745-c FILED

FEB 28 '06 3:05 PM

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM  
OF  
LEASE TERMINATION**

dated as of January 23, 2006

between

**M&T CREDIT SERVICES, LLC,  
as Lessor**

and

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

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## MEMORANDUM OF LEASE TERMINATION

**THIS MEMORANDUM** is made and entered into as of January <sup>23</sup> 2006 by and between M&T Credit Services, LLC ("M&T") and The Burlington Northern and Santa Fe Railway Company ("Lessee").

### WITNESSETH:

1. M & T Credit Services LLC (As Successor in Interest to Allfirst Bank ) ("Lessor") was assigned (the "Assignment") an AMENDED AND RESTATED LOCOMOTIVE OPERATING LEASE AGREEMENT by and between General Motors Corporation (Electro-Motive Division) and Lessee dated as of December 30, 1999 (the "Lease") covering thirty-eight (38) GP38-2 locomotives, as more particularly identified on Schedule A hereto, (collectively, the "Units");
2. The Lease was filed at the Surface Transportation Board (the "STB") on February 1, 2000 at 12:46 P.M. with primary recordation number 22745;
3. The Assignment was filed at the STB on February 1, 2000 at 12:47PM with primary recordation number 22745-A;
4. On December 29, 1999, General Motors Corporation (Electro-Motive Division) executed a bill of sale for the Units in favor of Allfirst Bank, the Lessor (the "Bill of Sale");
5. The Bill of Sale was filed at the STB on February 1, 2000 at 12:48 P.M. with primary recordation number 22745-B; and
6. Lessor and Lessee desire to terminate the Lease.

**NOW THEREFORE**, for good and valuable consideration, Lessor and Lessee hereby agree and acknowledge for the public record that as of the date hereof that the Lease is hereby terminated.

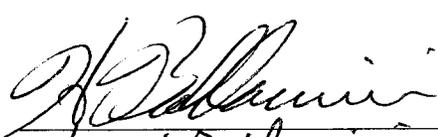
[Signatures appear on following page.]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

M&T CREDIT SERVICES, LLC,  
Lessor

By:   
Name: JEFFREY A. MILLARD  
Title: VA

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY  
Lessee

By:   
Name: HARRY BALDACCINI  
Title: Dir. Loco. Planning & Leasing

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 23 day of JAN, 2006 before me personally appeared, JEFFREY A. MILLARD, to me personally known, who being by me duly sworn, says that he is a Vice President of M&T CREDIT SERVICES, LLC, that said instrument was signed 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.

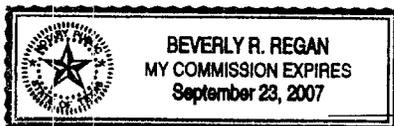
Betty Blackman  
Notary Public

[Notarial Seal]

My commission expires: May, 2006

STATE OF Texas, CITY OF Fortworth, TO WIT:

On this 23 day of February 2006 before me personally appeared Harry Baldaccini to me personally known, who being by me duly sworn, says that he is the Director - Loco Planning & Leasing of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed 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.



Beverly Regan  
Notary Public

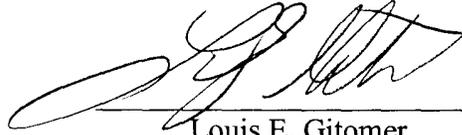
## SCHEDULE A

Thirty-eight (38) GP38-2 locomotives set forth below:

- 1 EMDX0741
- 2 EMDX0743
- 3 EMDX0745
- 4 EMDX0747
- 5 EMDX0748
- 6 EMDX0752
- 7 EMDX0753
- 8 EMDX0756
- 9 EMDX0758
- 10 EMDX0759
- 11 EMDX0760
- 12 EMDX0761
- 13 EMDX0762
- 14 EMDX0767
- 15 EMDX0770
- 16 EMDX0771
- 17 EMDX0776
- 18 EMDX0778
- 19 EMDX0779
- 20 EMDX0780
- 21 EMDX0781
- 22 EMDX0783
- 23 EMDX0785
- 24 EMDX0787
- 25 EMDX0789
- 26 EMDX0791
- 27 EMDX0792
- 28 EMDX0797
- 29 EMDX0798
- 30 EMDX0799
- 31 EMDX0802
- 32 EMDX0804
- 33 EMDX0807
- 34 EMDX0808
- 35 EMDX0824
- 36 EMDX0826
- 37 EMDX0827
- 38 EMDX0838

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Termination, dated as of January 23, 2006, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer  
February 28, 2006