

JUN 30 '06 2-19 PM

SURFACE TRANSPORTATION BOARD

Law Offices of
Louis E. Gitomer
600 Baltimore Avenue
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Towson, MD 21204
(202) 466-6532
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June 30, 2006

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

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Termination, Release and Assignment, a secondary document, dated as of June 30, 2006. The primary document to which this is connected is recorded under Recordation No. 16095. We request that this document be recorded under Recordation No. 16095-M.

The name and address of the party to the Termination, Release and Assignment is:

Indenture Trustee:

Wachovia Bank, National Association
1 Rodney Square
920 King Street, Suite 102
Wilmington, Delaware 19801

A description of the equipment covered by the Termination, Release and Assignment consists 16 GP39-2M and GP40-2M locomotives numbered BNSF 2800-2804, inclusive, 2875-2878, inclusive, 3000-3005, inclusive, and 3007.

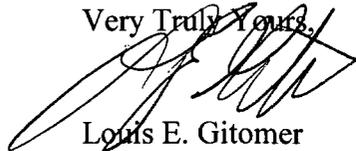
A fee of \$ 34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

Honorable Vernon A. Williams
June 30, 2006
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A short summary of the document to appear in the index follows: a Termination, Release and Assignment by Wachovia Bank, National Association, 1 Rodney Square, 920 King Street, Suite 102, Wilmington, Delaware 19801, covering 16 GP39-2M and GP40-2M locomotives numbered BNSF 2800-2804, inclusive, 2875-2878, inclusive, 3000-3005, inclusive, and 3007.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name below.

Louis E. Gitomer

Enclosures

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TERMINATION, RELEASE AND ASSIGNMENT

SURFACE TRANSPORTATION BOARD

Reference is hereby made to the following locomotives (the "Equipment") described on Exhibit A attached hereto.

Reference is further made to the following documents:

- Participation Agreement dated as of November 1, 1988, originally among Burlington Northern Railroad Company ("Lessee"), Meridian Trust Company, First Bank National Association, The Connecticut Bank and Trust Company, National Association, and the parties named in Appendix I thereto, as such Participation Agreement may from time to time be amended or modified (the "Participation Agreement")
- Trust Agreement dated as of November 1, 1988, between First Bank National Association and The Connecticut Bank and Trust Company, National Association (the "Equipment Trust Agreement") (in addition to terms defined elsewhere herein, capitalized terms used herein and not otherwise defined herein shall have the meaning given to such terms in the Equipment Trust Agreement and Participation Agreement and the term: (i) "Indenture Trustee" means Wachovia Bank, National Association, a national banking association and successor in interest to Meridian Trust Company, not in its individual capacity but solely as indenture trustee under the Participation Agreement, and each other Person which may from time to time be acting as Indenture Trustee in accordance with the provisions of the Participation Agreement, and (ii) "Owner Trustee" means U.S. Bank National Association, a national banking association and successor in interest to The Connecticut Bank and Trust Company, National Association, not in its individual capacity but solely as trustee under the hereinafter defined Trust Agreement, and each other Person which may from time to time be acting as Owner Trustee in accordance with the provisions of the Equipment Trust Agreement)
- Trust Agreement-A dated as of December 28, 1988, between the Owner Trustee and Orient Leasing USA Corp. (now known as "ORIX USA Corporation") ("ORIX" or "Owner") the Owner (as amended, the "Trust Agreement")
- Conditional Sale Agreement and Indenture dated as of November 1, 1988, between Owner Trustee, General Motors Corporation and M-K Industrial Services Company
- Agreement and Assignment dated as of November 1, 1988, between General Motors Corporation, M-K Industrial Services Company and Indenture Trustee
- Assignment of Lease and Agreement dated as of November 1, 1988, between Owner Trustee, First Bank National Association, and Indenture Trustee
- Lease of Railroad Equipment dated as of November 1, 1988, between the Owner Trustee and Lessee (as amended, the "Lease")
- Assignment and Assumption Agreement dated as of December 28, 1988, between First Bank National Association and Owner
- Tax Indemnity Agreement-A dated as of December 28, 1988, between Owner Participant and Lessee
- Amendment Agreement No. 1 dated as of December 15, 1988, among the Owner Trustee, the Indenture Trustee and the Lessee ("Amendment No. 1")
- Amendment Agreement No. 2 to Lease Agreement dated as of June 27, 1989 between Owner Trustee, Indenture Trustee and Lessee ("Amendment No. 2")
- Amendment Agreement No. 3 to Lease Agreement dated as of December 1, 1989 between Owner Trustee, Indenture Trustee and Lessee ("Amendment No. 3")
- Amendment Agreement No. 4 to Lease Agreement dated as of January 2, 1990 between Owner Trustee, Indenture Trustee and Lessee ("Amendment No. 4")
- The other Operative Documents (as defined in the Participation Agreement)

The Certificates and all other obligations under the Trust Agreement have been fully paid and performed. As a result thereof, Wachovia Bank, National Association, in its capacity as Indenture Trustee, for good and valuable consideration the receipt and sufficiency of which is acknowledged, hereby agrees as follows:

(1) The Indenture Trustee hereby terminates and releases any security interest it may have in the Equipment Trust Estate, including without limitation each Item of Equipment (including without limitation the Locomotives), the Lease and all of the other Operative Documents.

The Indenture Trustee hereby authorizes ORIX to file UCC termination statements as to any financing statement in favor of the Indenture Trustee as to the Equipment Trust Estate or to assign such financing statements. The Indenture Trustee also hereby authorizes ORIX to file this Termination, Release and Assignment with the Surface Transportation Board and the Registrar General of Canada to evidence the releases, terminations and assignments contemplated hereby. The Indenture Trustee will also enter into such further terminations and assignments as may be reasonably requested by ORIX or the Owner Trustee to evidence the releases, terminations and assignments contemplated hereby.

This instrument shall be binding upon the Indenture Trustee and inure to the benefit of the Owner Trustee and ORIX and their respective successors and assigns.

THIS INSTRUMENT, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE, SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK APPLICABLE TO CONTRACTS MADE IN SUCH STATE AND TO BE PERFORMED ENTIRELY WITHIN SUCH STATE, WITHOUT GIVING EFFECT TO PRINCIPLES RELATING TO CONFLICTS OF LAW.

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IN WITNESS WHEREOF, the Indenture Trustee has duly executed this instrument as of June 30, 2006.

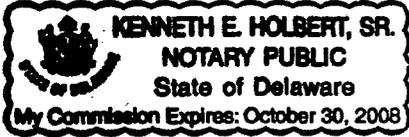
WACHOVIA BANK, NATIONAL ASSOCIATION, not in its individual capacity but solely as Indenture Trustee

By: *Rita Marie Ritrovato*
Name: RITA M. RITROVATO
Title: TRUST OFFICER

STATE OF DELAWARE)
COUNTY OF NEW CASTLE) SS

On JUNE 22, 2006, before me personally appeared RITA MARIE RITROVATO, to me personally known, who being by me duly sworn says that (s)he is a TRUST OFFICER of Wachovia Bank, National Association, and that (s)he executed the foregoing instrument 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 TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



Kenneth E. Holbert, Sr.
Notary Public

My Commission Expires:

10/30, 2008

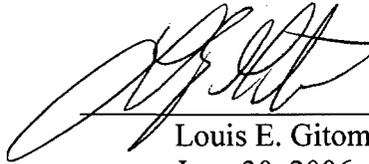
[SEAL]

EXHIBIT A

| <u>Manufacturer/Remanufacturer</u> | <u>Model</u> | <u>Description</u> | <u>Original Road Number</u> | <u>Current Road Number</u> |
|------------------------------------|--------------|----------------------|-----------------------------|----------------------------|
| EMD/Morrison Knudsen | GP39-2M | Four Axle Locomotive | BN2800 | BNSF2800 |
| EMD/Morrison Knudsen | GP39-2M | Four Axle Locomotive | BN2801 | BNSF2801 |
| EMD/Morrison Knudsen | GP39-2M | Four Axle Locomotive | BN2802 | BNSF2802 |
| EMD/Morrison Knudsen | GP39-2M | Four Axle Locomotive | BN2803 | BNSF2803 |
| EMD/Morrison Knudsen | GP39-2M | Four Axle Locomotive | BN2804 | BNSF2804 |
| EMD/Morrison Knudsen | GP39-2M | Four Axle Locomotive | BN2875 | BNSF2875 |
| EMD/Morrison Knudsen | GP39-2M | Four Axle Locomotive | BN2876 | BNSF2876 |
| EMD/Morrison Knudsen | GP39-2M | Four Axle Locomotive | BN2877 | BNSF2877 |
| EMD/Morrison Knudsen | GP39-2M | Four Axle Locomotive | BN2878 | BNSF2878 |
| EMD/Morrison Knudsen | GP40-2M | Four Axle Locomotive | BN3500 | BNSF3000 |
| EMD/Morrison Knudsen | GP40-2M | Four Axle Locomotive | BN3501 | BNSF3001 |
| EMD/Morrison Knudsen | GP40-2M | Four Axle Locomotive | BN3503 | BNSF3002 |
| EMD/Morrison Knudsen | GP40-2M | Four Axle Locomotive | BN3504 | BNSF3003 |
| EMD/Morrison Knudsen | GP40-2M | Four Axle Locomotive | BN3505 | BNSF3004 |
| EMD/Morrison Knudsen | GP40-2M | Four Axle Locomotive | BN3506 | BNSF3005 |
| EMD/Morrison Knudsen | GP40-2M | Four Axle Locomotive | BN3508 | BNSF3007 |

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Termination, Release and Assignment, dated as of June 30, 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

June 30, 2006