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July 11, 2006

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

RECORDATION NO. 16095-0 FILED

JUL 11 '06

11-39 AM

SURFACE TRANSPORTATION BOARD

Re: BNSF Railway Company
Purchase of Equipment

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Partial Termination of Conditional Sale Agreement and Indenture, Agreement and Assignment, dated as of June 29, 2006, between U.S. Bank National Association (successor-in-interest to The Connecticut Bank and Trust Company, National Association), not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*") and Wachovia Bank, National Association (successor-in-interest to Meridian Trust Company), as Indenture Trustee (the "*Indenture Trustee*").

The enclosed documents relate to (i) the Conditional Sale Agreement and Indenture dated as of November 1, 1988 among U.S. Bank National Association (successor-in-interest to The Connecticut Bank and Trust Company, National Association), not in its individual capacity, but solely as Owner Trustee, General Motors Corporation (Electro-Motive Division) ("*GM*") and M-K Industrial Services Company ("*M-K*"; together with GM, the "*Vendors*"), a copy of which was recorded on December 19, 1988 at 4:40 P.M. under recordation number 16095 and (ii) the Agreement and Assignment dated as of November 1, 1988 among the Vendors and Indenture Trustee, a copy of which was recorded on December 19, 1988 at 4:40 P.M. under recordation number 16095-A.

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

Owner Trustee: U.S. Bank National Association
One Federal Street, 3rd Floor
Boston, Massachusetts 02110
Attn: Corporate Trust Services

Law Offices of
CHAPMAN AND CUTLER LLP

Indenture Trustee: Wachovia Bank, National Association
One Rodney Square
920 King Street, Suite 102
Wilmington, Delaware 19801

The equipment covered as of the date hereof by the aforesaid Partial Termination of Conditional Sale Agreement and Indenture, Agreement and Assignment consists of 9 EMD Model GP39-2 Diesel Electric Locomotives bearing the reporting marks within the series BNSF 2740 through BNSF 2807, 4 EMD Model GP32-2 Diesel Electric Locomotive bearing the reporting marks within the series BNSF 2808 through BNSF 2880 and 1 EMD Model GP40-2 Diesel Electric Locomotive bearing the reporting mark BNSF 3006; all as specifically described in Exhibit A attached hereto.

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

Partial Termination of Conditional Sale Agreement and Indenture, Agreement and Assignment, dated as of June 29, 2006, between U.S. Bank National Association (successor-in-interest to The Connecticut Bank and Trust Company, National Association), as Owner Trustee and State Street and Wachovia Bank, National Association (successor-in-interest to Meridian Trust Company), as Indenture Trustee.

A fee of thirty-four dollars (\$34.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

Law Offices of
CHAPMAN AND CUTLER LLP

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

BY Michael D. Robson
Michael D. Robson

Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ORIGINAL ROAD NUMBERS	CURRENT ROAD NUMBER
EMD Model GP39-2 Diesel Electric Locomotive	9	BN 2750	BNSF 2740
		BN 2751	BNSF 2741
		BN 2752	BNSF 2742
		BN 2753	BNSF 2743
		BN 2754	BNSF 2744
		BN 2756	BNSF 2746
		BN 2805	BNSF 2805
		BN 2806	BNSF 2806
		BN 2807	BNSF 2807
EMD Model GP32-2 Diesel Electric Locomotive	4	BN 2808	BNSF 2808
		BN 2809	BNSF 2809
		BN 2879	BNSF 2879
		BN 2880	BNSF 2880
EMD Model GP40-2 Diesel Electric Locomotive	1	BN 3507	BNSF 3006

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SURFACE TRANSPORTATION BOARD

**PARTIAL TERMINATION OF CONDITIONAL SALE AGREEMENT AND INDENTURE,
AGREEMENT AND ASSIGNMENT**

THIS PARTIAL TERMINATION OF CONDITIONAL SALE AGREEMENT AND INDENTURE, AGREEMENT AND ASSIGNMENT is made and entered into as of June 29, 2006 by and between U.S. Bank National Association (successor-in-interest to The Connecticut Bank and Trust Company, National Association), not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") and Wachovia Bank, National Association (successor-in-interest to Meridian Trust Company), as Indenture Trustee (the "*Indenture Trustee*").

1. The Owner Trustee has heretofore entered into that certain Conditional Sale Agreement and Indenture with General Electric Company (Electro-Motive Division) and M-K Industrial Services Company dated as of November 1, 1988 (as amended, modified or supplemented, the "*CSA*"), a copy of which was duly recorded with the Interstate Commerce Commission on December 19, 1988 at 4:40 P.M. under Recordation Number 16095. The CSA was assigned to the Indenture Trustee by virtue of an Agreement and Assignment dated as of November 1, 1988 (as amended, modified or supplemented, the "*Assignment*"; together with the CSA, the "*CSA Agreements*"), a copy of which was duly recorded with the Interstate Commerce Commission on December 19, 1988 at 4:40 P.M. under Recordation Number 16095-A.

2. The CSA Agreements are terminated effective as of the date hereof with respect to the locomotives set forth on Exhibit A hereto

3. This Partial Termination of Conditional Sale Agreement and Indenture, Agreement and Assignment shall neither impair nor terminate the rights and obligations of the parties under the CSA Agreements which expressly survive this partial termination.

IN WITNESS WHEREOF, the parties hereto have each caused this partial termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION
(successor-in-interest to The Connecticut
Bank and Trust Company, National
Association), not in its individual capacity,
but solely as Owner Trustee

By 
Name: ALISON D.B. NADEAU
Title: VICE PRESIDENT

Executed on this 29th day of June, 2006.

WACHOVIA BANK, NATIONAL ASSOCIATION
(successor-in-interest to Meridian Trust
Company)

By
Name:
Title:

Executed on this ___ day of _____, 2006.

IN WITNESS WHEREOF, the parties hereto have each caused this partial termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION
(successor-in-interest to The Connecticut
Bank and Trust Company, National
Association), not in its individual capacity,
but solely as Owner Trustee

By 
Name: ALISON D.B. NADEAU
Title: VICE PRESIDENT

Executed on this ___ day of _____, 2006.

WACHOVIA BANK, NATIONAL ASSOCIATION
(successor-in-interest to Meridian Trust
Company)

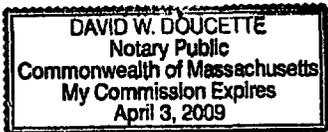
By 
Name: RITA M. RIROVATO
Title: TRUST OFFICER

Executed on this 6th day of July, 2006.

STATE OF Massachusetts)
) SS.:
COUNTY OF Suffolk)

On this, the 29 day of June, 2006, before me, a Notary Public in and for said County and State, personally appeared Alison D. B. Nadeau, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on June 29, 2006 on behalf of said association 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 association.

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 _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of _____, 2006, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WACHOVIA BANK, NATIONAL ASSOCIATION, that said instrument was signed on _____, 2006 on behalf of said association 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 association.

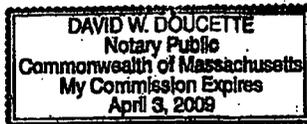
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF Massachusetts)
)
) SS.:
COUNTY OF Suffolk)

On this, the 21 day of June, 2006, before me, a Notary Public in and for said County and State, personally appeared Alison D.B. Nadeau, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on June 29, 2006 on behalf of said association 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 association.

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

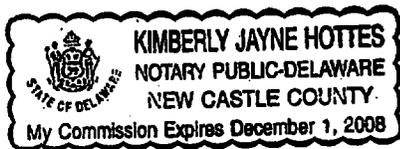


[Signature]
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF Delaware)
)
) SS.:
COUNTY OF New Castle)

On this, the 16 day of July, 2006, before me, a Notary Public in and for said County and State, personally appeared KIMBERLY JAYNE HOTTES who being by me duly sworn, says that (s)he is the Trust Officer of WACHOVIA BANK, NATIONAL ASSOCIATION, that said instrument was signed on July 16, 2006 on behalf of said association 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 association.

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



[Signature]
Name: _____
Notary Public
My Commission Expires: 12/1/2008
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ORIGINAL ROAD NUMBERS	CURRENT ROAD NUMBER
EMD Model GP39-2 Diesel Electric Locomotive	9	BN 2750	BNSF 2740
		BN 2751	BNSF 2741
		BN 2752	BNSF 2742
		BN 2753	BNSF 2743
		BN 2754	BNSF 2744
		BN 2756	BNSF 2746
		BN 2805	BNSF 2805
		BN 2806	BNSF 2806
		BN 2807	BNSF 2807
EMD Model GP32-2 Diesel Electric Locomotive	4	BN 2808	BNSF 2808
		BN 2809	BNSF 2809
		BN 2879	BNSF 2879
		BN 2880	BNSF 2880
EMD Model GP40-2 Diesel Electric Locomotive	1	BN 3507	BNSF 3006

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: July 11, 2006

A handwritten signature in cursive script, appearing to read "Edward M. Luria", written over a horizontal line.

Edward M. Luria