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September 26, 2007

RECORDATION NO. 17077K FILED

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

SEP 26 '07 -3 0 0 PM

SURFACE TRANSPORTATION BOARD

Re: **BNSF Railway Company**
Termination of Trust Indenture and Security Agreement (BN 1990-A)

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 Termination of Trust Indenture and Security Agreement (BN 1990-A) dated as of September 26, 2007, between Wilmington Trust Company, as owner trustee (the "Owner Trustee"), and U.S. Bank National Association (successor-in-interest to The Connecticut National Bank), as indenture trustee (the "Indenture Trustee").

The enclosed document relates to the Trust Indenture and Security Agreement (BN 1990-A), dated as of September 14, 1990, between the Owner Trustee and the Indenture Trustee which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on November 13, 1990 at 1:55 P.M. under recordation number 17077-B.

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

Owner Trustee: **Wilmington Trust Company**
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (BN 1990-A)

Indenture Trustee: **U.S. Bank National Association**
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Services (BN 1990-A)

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The equipment covered by the aforesaid Termination of Trust Indenture and Security Agreement consists of all locomotives previously on file and subject to the Trust Indenture and Security Agreement, as the same may have been supplemented, modified or amended.

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

Termination of Trust Indenture and Security Agreement (BN 1990-A) between Wilmington Trust Company, as owner trustee (the "*Owner Trustee*"), and U.S. Bank National Association (successor-in-interest to The Connecticut National Bank), as indenture trustee, dated as of September 26, 2007.

A fee of thirty-five dollars (\$35.00) 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

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

SEP 26 '07 -3 0 0 PM

**TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT
(BN 1990-A)****SURFACE TRANSPORTATION BOARD**

THIS TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT is made and entered into as of September 26, 2007 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") and U.S. Bank National Association (successor-in-interest to The Connecticut National Bank), a national banking association, as Indenture Trustee ("*Indenture Trustee*").

1. The Owner Trustee and Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (BN 1990-A) dated as of September 14, 1990 (as amended, supplemented or modified to date, the "*Indenture*") by which the Owner Trustee granted a security interest in certain locomotives to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Indenture. The Indenture (or a memorandum thereof) was duly recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on November 13, 1990 at 1:55 P.M. under recordation number 17077-B. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

2. The Indenture is terminated effective as of the date hereof with respect to the locomotives subject thereto.

3. This Termination of Trust Indenture and Security Agreement shall neither impair nor terminate the rights and obligations of the parties under the Indenture which expressly survive this termination.

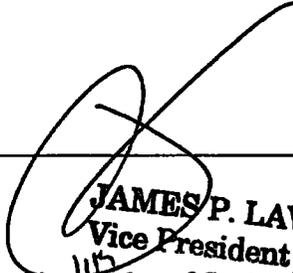
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By _____

Name:

Title:


JAMES P. LAWLER
Vice President

Executed on this 11th day of September, 2007.

U.S. BANK NATIONAL ASSOCIATION

By _____

Name:

Title:

Executed on this ____ day of September, 2007.

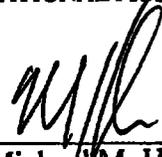
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By _____
Name:
Title:

Executed on this ___ day of September, 2007.

U.S. BANK NATIONAL ASSOCIATION

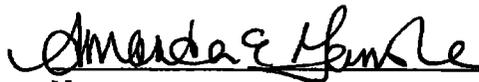
By  _____
Name: Michael M. Hopkins
Title: Vice President

Executed on this 14 day of September, 2007.

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the 11 day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on September 11, 2007 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.

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


Name: AMANDA E. GAMBLE
Notary Public Notary Public - State of Delaware
My Commission Expires: May 15, 2011
Residing in _____

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the ___ day of September, 2007, 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 U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on September ___, 2007 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 DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the ___ day of September, 2007, 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 WILMINGTON TRUST COMPANY, that said instrument was signed on September ___, 2007 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.

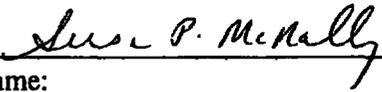
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the 14 day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, 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 September 14, 2007 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 Connecticut

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 2010

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 9/26/07



Robert W. Alvord