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May 14, 2009

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 23911-B FILED

MAY 14 '09 -4 5 0 PM

Dear Acting Secretary Quinlan:

SURFACE TRANSPORTATION BOARD

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Lease Termination, a primary document, dated as of December 31, 2008. The primary document to which this is connected is recorded under Recordation No. 23911. We request that this document be recorded under Recordation No. 23911-B.

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

Lessor:

GATX Rail Locomotive Group, L.L.C.
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

Lessee:

BNSF Railway Company
2500 Lou Menk Drive
Fort Worth TX 76131

A description of the equipment covered by the Instrument of Lease Termination consists of 50 3,800 h.p. SD60 locomotives numbered EMDX 9013, 9016, 9020, 9023, 9027, 9030, 9033-9037, inclusive, 9040-9046, inclusive, 9050, 9051, 9053-9058, inclusive, 9060, 9061, 9064, 9066, 9067, 9069, 9071, 9073-9076, inclusive, 9078-9080, inclusive, 9082, 9085-9087, inclusive, 9089, 9092, 9094, 9095, 9097, and 9099.

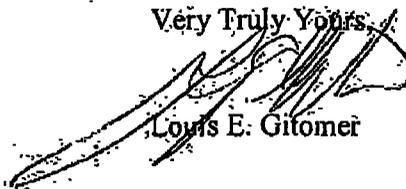
Honorable Anne K. Quinlan
May 14, 2009
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou.Gitomer@verizon.net

A short summary of the document to appear in the index follows: an Instrument of Lease Termination between GATX Rail Locomotive Group, L.L.C., Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and BNSF Railway Company, 2500 Lou Menk Drive, Fort Worth TX 76131, covering 50 3,800 h.p. SD60 locomotives numbered EMDX 9013, 9016, 9020, 9023, 9027, 9030, 9033-9037, inclusive, 9040-9046, inclusive, 9050, 9051, 9053-9058, inclusive, 9060, 9061, 9064, 9066, 9067, 9069, 9071, 9073-9076, inclusive, 9078-9080, inclusive, 9082, 9085-9087, inclusive, 9089, 9092, 9094, 9095, 9097, and 9099.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MAY 14 '09

-4 5 0 PM

SURFACE TRANSPORTATION BOARD

INSTRUMENT OF LEASE TERMINATION (the "INSTRUMENT"), dated as of December 31, 2008 (the "Release"), between GATX Rail Locomotive Group, L.L.C. ("GATX"), successor-in interest to First Union Rail Corporation ("First Union"), and BNSF Railway Company ("BNSF"), formerly known as The Burlington Northern and Santa Fe Railway Company.

WITNESSETH

WHEREAS, a Memorandum of Lease (the "Lease") dated as of March 21, 2002 between First Union, as lessor, and BNSF, as lessee, was recorded at the Surface Transportation Board (the "Board") on March 21, 2002 at 2:52 pm under Recordation Number 23911 for 50 3,800 h.p. SD60 locomotives numbered EMDX (previously numbered with OWY prefix) 9013, 9016, 9020, 9023, 9027, 9030, 9033-9037, inclusive, 9040-9046, inclusive, 9050, 9051, 9053-9058, inclusive, 9060, 9061, 9064, 9066, 9067, 9069, 9071, 9073-9076, inclusive, 9078-9080, inclusive, 9082, 9085-9087, inclusive, 9089, 9092, 9094, 9095, 9097, and 9099 (the "Locomotives");

WHEREAS, GATX and BNSF desire to execute this INSTRUMENT to evidence for the public record the satisfaction and release of all of the obligations of BNSF and rights of GATX to the Locomotives under the Lease.

NOW, THEREFORE, in consideration of the premises:

GATX and BNSF do hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligations arising under the Lease with respect to the Locomotives.

IN WITNESS WHEREOF, GATX and BNSF have executed or caused this Instrument to be executed as of the date first above written.

GATX RAIL LOCOMOTIVE GROUP, L.L.C.

By: *Erica Reynolds*

Vice President - Business Operations

Its: _____

BNSF RAILWAY COMPANY

By: *D. J. Williams*

Its: *D. J. Williams*

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

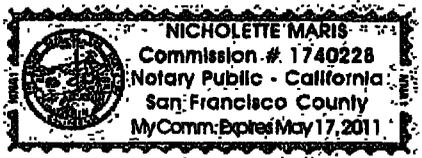
On December 8, 2008 before me, Nicholette Maris, Notary Public, personally appeared Eileen Raphael, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.

Nicholette Maris

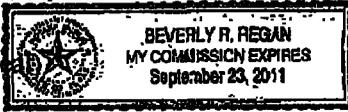
Notary Public
My Commission expires: May 17, 2011



STATE OF TEXAS)

COUNTY OF Tarrant)^{SS}

On this 07th day of May 2009, before me personally appeared Harry Baldaeva, to me personally known, who being by me duly sworn, did say that he is an Authorized Officer of BNSF Railway Company; and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Beverly R. Regan
Notary Public
My Commission Expires: 09/23/2011