RECORDATION NO. 19518-S FILED
May 3, 2013 3:10 PM
SURFACE TRANSPORTATION BOARD

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May 3, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination and Release and Assignment of Lease, dated as of May 3, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 19518.

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

Indenture Trustee: The Bank of New York Mellon Trust Company, N.A.
2 North LaSalle Street
Chicago, IL 60602

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

A description of the railroad equipment covered by the enclosed document is:

51 locomotives RELEASED: BNSF 8200 – BNSF 8226, BNSF 8228 – BNSF 8250 and BNSF 8257.

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

Memorandum of Termination and Release and Assignment of Lease.

Also enclosed is a check in the amount of $42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Edward M. Luria

EML/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TERMINATION AND RELEASE AND ASSIGNMENT OF LEASE (Surface Transportation Board)

THIS MEMORANDUM OF TERMINATION AND RELEASE AND ASSIGNMENT OF LEASE dated as of May 3, 2013, is among (i) Wilmington Trust Company, not in its individual capacity but as owner trustee ("Owner Trustee") under that certain Amended and Restated Trust Agreement (Santa Fe Trust No. 1995-1) dated as of July 6, 2007 ("Trust Agreement") between Owner Trustee and the Owner Participant named therein, and (ii) The Bank of New York Mellon Trust Company, N.A. (successor to Harris Trust and Savings Bank), not in its individual capacity except as expressly provided herein but as Indenture Trustee (the "Indenture Trustee"), under that certain Santa Fe Trust No. 1995-1 Trust Indenture and Security Agreement dated as of June 27, 1995, as supplemented, modified and amended thereafter (the "Indenture"), between Indenture Trustee and Owner Trustee .

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The railroad equipment subject to this Memorandum is fifty-one (51) SD75M locomotives with the reporting marks and road numbers BNSF 8200 through BNSF 8226, inclusive, BNSF 8228 through BNSF 8250, inclusive, and BNSF 8257.

B. Owner Trustee and The Atchison, Topeka and Santa Fe Railway Company (now BNSF Railway Company) ("Lessee") entered into that certain Santa Fe Trust No. 1995-1 Equipment Lease Equipment dated as of June 27, 1995, as supplemented, modified and amended thereafter (the "Lease"), a memorandum of which was recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on July 7, 1995, under Recordation No. 19518.

C. Owner Trustee and Indenture Trustee entered into that certain Trust Indenture and Security Agreement dated July 6, 2007, and a Supplement thereto dated the same day, a memorandum of each of which was recorded with the Surface Transportation Board on July 6, 2007, under Recordation No. 19518-K and 19518-L respectively.

C. As part of the Trust Indenture and Security Agreement dated July 6, 2007, Owner Trustee assigned the Lease as security to the Indenture Trustee, a memorandum of which was recorded with the Surface Transportation Board on July 6, 2007, under Recordation No. 19518-M.

E. The Indenture, and all supplements thereto have been terminated effective the date hereof.

F. Indenture Trustee has assigned its interest in the Lease to Owner Trustee.

G. The Lease, and all supplements thereto, have been terminated effective the date hereof.

H. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

I. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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

WILMINGTON TRUST COMPANY, not in its individual capacity but as OWNER TRUSTEE

By: _____

Name: Jose L. Paredes

Title: Assistant Vice President

STATE OF)
) ss:
COUNTY OF)

The foregoing Memorandum of Termination and Release and Assignment of Lease was acknowledged before me, the undersigned Notary Public, this ___ day of May, 2013 by **Jose L. Paredes**, as Assistant Vice President of WILMINGTON TRUST COMPANY, a Delaware banking corporation.

Ramona L. Ringgold
Notary Public

My commission expires: _____

[Notarial Seal]

RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 10-08-2013

RAMONA L. RINGGOLD NOTARY PUBLIC COM. EXP. 10-8-13 STATE OF DELAWARE

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

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., not in its individual capacity but as INDENTURE TRUSTEE

By: _____

Name: D. G. DONOVAN

Title: VICE PRESIDENT

STATE OF Illinois)
) ss:
COUNTY OF Cook)

The foregoing Memorandum of Termination and Release and Assignment of Lease was acknowledged before me, the undersigned Notary Public, this 5th day of May, 2013 by D. G. DONOVAN, as VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., a national banking association.

_____
Notary Public

My commission expires: 2-6-16

[Notarial Seal]

"OFFICIAL SEAL"
Julie Meadors
Notary Public, State of Illinois
My Commission Expires 2/6/16

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: 5-3-13

Edward M Luria

Edward M. Luria