

**Chapman and Cutler LLP**

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December 29, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board (the "Board")  
395 E Street, S.W.  
Washington, DC 20423-0001

RECORDATION NO. 17825-D FILED

DEC 30 '10 -10 10 AM

Surface TRANSPORTATION BOARD

Re: Santa Fe Trust No. 1992-1 Series 1992-2/Tranche II  
Lease Termination dated as of December 9, 2010

Dear Sir or Madam:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Lease Termination [Tranche II (6-Axle)] dated as of December 9, 2010 (the "*Lease Termination*"), 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 17825.

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

Owner Trustee: The Bank of New York Mellon Trust Company, N.A.  
Two North LaSalle Street, Suite 1020  
Chicago, Illinois 60602  
Attention: Lawrence M. Kusch  
(Santa Fe Trust No. 1992-1 Series  
1992-2/Tranche II)

The equipment covered by the aforesaid Lease Termination [Tranche II (6-Axle)] consists of all railroad equipment described on Exhibit A.

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

Lease Termination [Tranche II (6-Axle)].

A fee of forty-one dollars (\$41.00) 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

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recording of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recording 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 at (312) 845-3892.

Sincerely,

CHAPMAN AND CUTLER LLP

BY Karl T. Williams  
Karl T. Williams

Enclosures

Chapman and Cutler LLP

**DESCRIPTION OF EQUIPMENT**

**SERIES 1992-2/TRANCHE II**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ORIGINAL REPORTING MARKS</b>	<b>CURRENT REPORTING MARKS</b>
<b>GE Dash 8-40CW Locomotives</b>	<b>40</b>	<b>ATSF 801 through 853 odd numbers only</b>	<b>BNSF 801 through 853 odd numbers only</b>
		<b>ATSF 854 through 866</b>	<b>BNSF 854 through 866</b>

RECORDATION NO. 17825-0 FILED

DEC 30 '10 -10 10 AM

(Santa Fe Trust No. 1992-1 -- Series 1992-2 / Tranche II)

SURFACE TRANSPORTATION BOARD

**LEASE TERMINATION [TRANCHE II (6-AXLE)]** dated as of December 9, 2010.

**WHEREAS**, AmeriTrust Company, National Association (predecessor to *The Bank of New York Mellon Trust Company, N.A.*) as owner trustee (the "Owner Trustee") and The Atchison, Topeka and Santa Fe Railway Company (predecessor to the *BNSF Railway Company*) as lessee (the "Lessee") entered into an Equipment Lease Agreement (Santa Fe Trust No. 1992-1) dated as of June 25, 1992, as amended or supplemented by (i) Lease Supplement (Santa Fe Trust No. 1992-1) No. 1 dated June 25, 1992, (ii) Lease Supplement No. 2 and Amendment No. 1 to Lease dated August 27, 1992 and (iii) Lease Supplement No. 3 dated December 10, 1992, (collectively, the "Lease") covering (x) twenty-three (23) GE Dash 8-40BW locomotives, (y) twenty-seven (27) GE Dash 8-40CW locomotives (such items (x) and (y) being, "Tranche I" as more particularly described therein) and (z) forty (40) GE Dash 8-40CW locomotives originally marked *ATSF 801 through 851 inclusive odd numbers only and ATSF 853 through 866 inclusive* (and now marked *BNSF 801 through 851 inclusive odd numbers only and BNSF 853 through 866 inclusive*) (such item (z) being, "Tranche II" as more particularly described herein and therein);

**WHEREAS**, to evidence liens and interests under the Lease, each of the four (4) above described lease documents was recorded or deposited, as the case may be, in the period June 25, 1992 to December 10, 1992, at (i) the Interstate Commerce Commission (predecessor to the Surface Transportation Board) under recordation numbers: 17825, 17825-B, 17825-D and 17825-F and (ii) the Registrar General of Canada with document keys: 700, 703, 705 and 706;

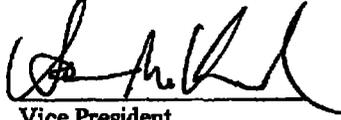
**WHEREAS**, to evidence the termination of the Lease (as it pertained to the Tranche I locomotives) and the Tranche I locomotives thereunder, a Lease Termination [Tranche I (6-Axle)] dated as of June 24, 2010 and a Lease Termination [Tranche I (4-Axle)] dated as of June 24, 2010 were heretofore (i) filed at the STB with secondary recordation numbers 17825-L and 17825-M, respectively and (ii) deposited at the RGC;

**AND WHEREAS**, as of the date hereof, the Lessee has performed its obligations under the Lease as it pertains to the Tranche II locomotives.

**NOW, THEREFORE**, the Owner Trustee hereby (i) terminates the Lease (in respect of the Tranche II locomotives) of the Tranche II locomotives (except for (x) such terms and conditions which, by their nature, are designed to survive termination and (y) the obligation of Lessee to return the Tranche II locomotives in accordance with Section 6 of the Lease) and (ii), for greater certainty, releases all of its security interests of record in the Tranche II locomotives.

IN WITNESS WHEREOF, the Owner Trustee has caused this Lease Termination [Tranche II (6-Axle)] to be executed, by its officer thereunto duly authorized, as of the day and year first above written.

**THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A.,**  
not in its individual capacity but solely as  
owner trustee

By:   
Its: Vice President

STATE OF ILLINOIS

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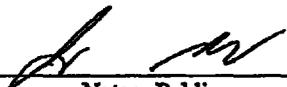
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ss:

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COOK COUNTY

On this 29th day of December, 2010, before me personally appeared Lawrence M. Kusch, to me personally known, who, being by me duly sworn, says that he is a Vice President of The Bank of New York Mellon Trust Company, N.A., that the foregoing instrument was signed on behalf of said national association by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing release was the free act and deed of said national association.

  
\_\_\_\_\_  
Notary Public

My commission expires: 1-7-12

[Notarial Seal]



**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:

12/30/10



Robert W. Alvord