

RECORDATION NO. 22369-11 FILED

SEP 23 '11 10 5 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

September 23, 2011

Ms Cynthia T Brown  
Chief of the Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Full Termination of Lease, dated as of September 23, 2011, 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 22369.

The name and address of the party to the enclosed document are

- Lessor. Lombard Master Owner Trust II  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890
- [Lessee: BNSF Railway Company  
(f/k/a Burlington Northern and Santa Fe Railway  
Company)  
2500 Lou Menk Drive  
Fort Worth, TX 76131]

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

All locomotives currently under the Lease including, but not limited to,  
BNSF 6398 and BNSF 6961 – BNSF 6999.

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

Full Termination of Lease.

Also enclosed is a check in the amount of \$41 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,

A handwritten signature in black ink, appearing to read "Edward M. Luria". The signature is written in a cursive style with a large initial "E".

Edward M Luria

EML/sem  
Enclosures

FULL TERMINATION OF LEASE SEP 23 '11 -10 5 AM

SURFACE TRANSPORTATION BOARD

The undersigned, LOMBARD MASTER OWNER TRUST II, acting through Wilmington Trust Company, not in its individual capacity but solely as Trustee under the trust agreement (assignee of NewCourt Capital USA Inc.), as Lessor, publishes this notice that the certain Master Locomotive Lease Agreement dated as of July 27, 1999, and Schedule No. 1 to the Master Lease dated as of July 27, 1999, (the "Lease"), between Lessor, and BNSF Railway Company, formerly known as The Burlington Northern and Santa Fe Railway Company, Lessee, has been terminated, in full, with respect to locomotives currently under the Lease (the "Locomotives") including, but not limited to, locomotives BNSF 6398 and BNSF 6961 through BNSF 6999, inclusive

A memorandum of the Lease, was duly filed with the Surface Transportation Board ("STB") under Recordation Number 22369. An Assignment and Assumption Agreement from NewCourt Capital USA Inc to the Lessor was duly filed with the STB under Recordation Numbers 22369-A, a Memorandum of Unit Substitution Agreement concerning substitution of BNSF 6398 for another locomotive was duly filed with the STB under Recordation Numbers 22369-B, and a notice of Statement of Change in Reporting Marks and Road Numbers concerning the locomotives was filed with the STB under Recordation Numbers 22369-C.



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 9-23-11

Edward M Luria  
Edward M Luria