

RECORDATION NO. 17030-9  
FILED

DEC 21 '11 -2 3 0 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, D C  
20036  
  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

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

December 21, 2011

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, dated as of December 21, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Lease previously filed with the Commission under Recordation Number 17030.

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

Lessor:	Wilmington Trust Company, not in its individual capacity but solely as Trustee Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001
Lessee:	BNSF Railway Company (f/k/a Burlington Northern Railroad Company) 2500 Lou Menk Drive Fort Worth, Texas 76131

Chief, Section of Administration  
December 21, 2011  
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A description of the railroad equipment covered by the enclosed document is:

All railcars remaining under the lease agreement, as supplemented, appearing in the lease agreement memoranda and amendments thereto filed under this recordation number.

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

Memorandum of Termination and Release.

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,



Edward M. Luria

EML/bhs  
Enclosures

DEC 21 '11

-2 3 0 PM

## SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF TERMINATION AND RELEASE  
(BN 1990-F)**

THIS MEMORANDUM OF TERMINATION AND RELEASE is made and entered into as of December 21, 2011 by and among BNSF RAILWAY COMPANY (formerly known as Burlington Northern Railroad Company), a Delaware corporation (the "*Lessee*") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Lessor*").

1. Reference is hereby made to (i) that certain Equipment Lease Agreement (BN 1990-F), dated as of September 14, 1990 by and between Lessor and Lessee (as amended by Lease Supplement No. 1 (as defined below), as amended, supplemented or modified to date, the "*Lease*"), (ii) that certain Lease Supplement (BN 1990-F) No. 1, dated September 27, 1990 (the "*Lease Supplement No. 1*") by and between the Lessor and the Lessee, and (iii) that certain Termination, Purchase and Release Agreement dated as of December 20, 2011 among Lessee, Lessor and Owner Participant (the "*Termination and Release*"). Pursuant to the Lease, Lessor has leased to Lessee, and Lessee has leased from Lessor, the Equipment. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board ("*STB*")) on September 27, 1990, under recordation number 17030. The Lease Supplement (or a memorandum thereof) was recorded with the STB on September 27, 1990, under recordation number 17030-A.

3. The Lease and the other Operative Agreements that remain in effect on the date hereof are terminated effective as of the date hereof as described in the Termination and Release.

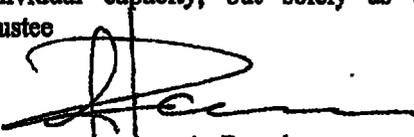
4. This Memorandum of Termination and Release shall neither impair nor terminate the rights, obligations, liabilities, duties or claims and demands of the parties under the Lease or the other Operative Agreements that remain in effect on the date hereof which expressly survive this termination.

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

BNSF RAILWAY COMPANY, as Lessee

By:   
Name: Steven W. Greenfield  
Title: AVP BU OPS

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

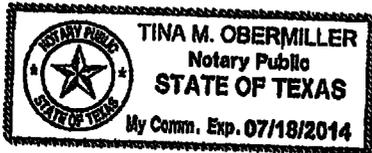
By:   
Name: Jose L. Paredes  
Title: Assistant Vice President

STATE OF TEXAS )  
 )  
COUNTY OF TARRANT )

SS.:

On this, the 21 day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared Karen Buschfield, who being by me duly sworn, says that (s)he is the AVP Business Unit Operations of BNSF RAILWAY COMPANY, that said instrument was signed on December 21, 2011 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.



Tina Obermiller  
Name: Tina Obermiller  
Notary Public  
My Commission Expires: 7-18-14  
Residing in Fort Worth, TX

STATE OF DELAWARE )  
 )  
COUNTY OF NEW CASTLE )

SS.:

On this, the 21 day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared Jose L. Paredes, who being by me duly sworn, says that (s)he is the Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on December 21, 2011 on behalf of said banking 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 banking corporation.

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



Patrick A. Kanar  
Name:  
Notary Public  
My Commission Expires:  
Residing in

**PATRICK A. KANAR**  
Notary Public - State of Delaware  
My Comm. Expires April 6, 2012

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. 12/21/11

Edward M Luria  
Edward M. Luria