

DEC 13 '99

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CHAPMAN AND CUTLER

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
TWX 910-221-2103 Telex 206281
FAX (312) 701-2361
Telephone (312) 845-3000

2 North Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

December 12, 1999

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

RECORDATION NO. 22208-G, H, I, J FILED

DEC 13 '99

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TS

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Locomotive Financing
BNSF 1999 A-3

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, an original copy of each of the documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The documents are as follows:

- (1) Termination of Memorandum of Lease Agreement (BNSF 1999 A-3), dated December 14, 1999, between TRAVERSE Verwaltungsgesellschaft mbH & Co. Vermietungs KG., as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee");
- (2) Release of First Mortgage (BNSF 1999 A-3), dated December 14, 1999, between the Lessor, as mortgagor (the "Mortgagor"), the Lessee and First Security Bank, National Association, as security trustee (the "Security Trustee");
- (3) Termination of Trust Indenture and Security Agreement and Indenture Supplement No. 1 (BNSF 1999 A-3), dated December 14, 1999 between the Lessee and the Security Trustee;
- (4) Termination of Lessee Mortgage Agreement (BNSF 1999 A-3), dated December 14, 1999 between the Lessor and the Lessee; and
- (5) Termination of Memorandum of Lessor Security Agreement (BNSF 1999 A-3), dated December 14, 1999 between the Lessor, the Lessee and the Security Trustee.

RECORDATION NO. 22208-1 FILED

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**TERMINATION OF MEMORANDUM OF LESSOR SECURITY AGREEMENT
(BNSF 1999 A-3)**

This Termination of Memorandum of Lessor Security Agreement is made and entered into on December 14, 1999 by and between TRAVERSE Verwaltungsgesellschaft mbH & Co. Vermietungs KG, a German limited liability partnership ("*Lessor*"), The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*"), and First Security Bank, National Association, a national banking association, as security trustee ("*Security Trustee*").

1. The undersigned have heretofore entered into that certain Lessor Security Agreement (BNSF 1999 A-3) (the "*Lessor Security Agreement*"), dated June 16, 1999, a Memorandum of which was duly recorded with the Surface Transportation Board on June 25, 1999 at 10:45 a.m. under Recordation Number 22208-D.

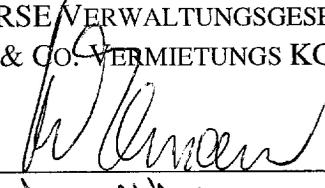
2. The Memorandum of Lessor Security Agreement is terminated effective as of the date hereof with respect to the following locomotives:

<u>Number of Units</u>	<u>Description</u>	<u>Road Numbers</u>
18	General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	BNSF 8833 through BNSF 8850, inclusive

* * *

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

TRAVERSE VERWALTUNGSGESELLSCHAFT
MBH & CO. VERMIETUNGS KG

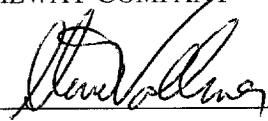
By 

Name: Andreas Ahlmann

Title: Attorney in Fact

Executed on this 12th day of December, 1999.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By 

Name: L. Steven Vollmer

Title: General Director - Finance

Executed on this 7th day of December, 1999.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____

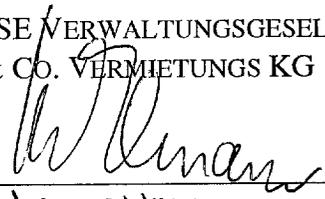
Name:

Title:

Executed on this _____ day of December, 1999.

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

TRAVERSE VERWALTUNGSGESELLSCHAFT
MBH & CO. VERMIETUNGS KG

By 
Name: Andreas Ahlmann
Title: Attorney in fact

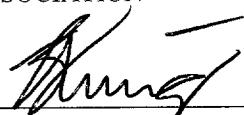
Executed on this _____ day of December, 1999.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By _____
Name: L. Steven Vollmer
Title: General Director - Finance

Executed on this _____ day of December, 1999.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By 
Name: **Brett R. King**
Title: **Vice President**

Executed on this 7th day of December, 1999.

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the 12 day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared Andreas Altmann, who being by me duly sworn, says that (s)he is the Attorney-in-Fact of TRAVERSE VERWALTUNGSGESELLSCHAFT MBH & CO. VERMIETUNGS KG, that said instrument was signed on December 12, 1999 on behalf of said limited liability partnership 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 limited liability partnership.

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

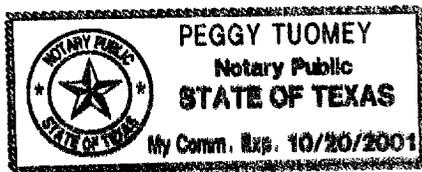


Melissa J Green
Name: _____
Notary Public
My Commission Expires: 10-19-03
Residing in Cook County

STATE OF TEXAS)
) SS.:
COUNTY OF TARRANT)

On this, the 7 day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director - Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 7, 1999 on behalf of said corporation by authority of its Board of Directors, and 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.



Peggy Tuomey
Name: _____
Notary Public
My Commission Expires: _____
Residing in FORT WORTH, TX

STATE OF Utah)
)
COUNTY OF Salt Lake) SS.:

On this, the 1st day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December 1, 1999 on behalf of said banking association 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 association.

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



Name:

Notary Public

My Commission Expires:

Residing in _____

