

DEC 13 '99

4:39 PM

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

4:39 PM
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.

DEC 13 '99 4:39 PM

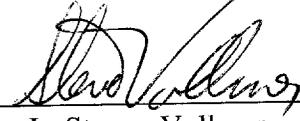
TERMINATION OF LESSEE MORTGAGE AGREEMENT

The undersigned, THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY (the "Lessee"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby terminates, releases and discharges its security interest in and 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

Such security interest was recorded by a Memorandum of Lessee Mortgage Agreement (BNSF 1999 A-3) entered into by TRAVERSE Verwaltungsgesellschaft mbH & Co. Vermietungs KG in favor of the Lessee which was duly recorded with the Surface Transportation Board on June 25, 1999 at 10:45 a.m. under Recordation Number 22208-E.

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.

STATE OF TEXAS)
)
COUNTY OF TARRANT) SS

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
NOTARY PUBLIC

(Notarial Seal)

My Commission expires:
10/20/2001

