

Chapman and Cutler LLP

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March 28, 2011

RECORDATION NO.

17027-K
FILED

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SURFACE TRANSPORTATION BOARD

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

Re: BNSF Railway Company
Termination of Equipment Lease Agreement (BN 1990-C)

Dear Sir or Madam:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Termination of Equipment Lease Agreement (BN 1990-C) dated as of March 28, 2011, between Wilmington Trust Company, not in its individual capacity but solely as owner trustee, as lessor (the "Lessor"), and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "Lessee").

The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 27, 1990, under recordation number 17027 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

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

Lessee	BNSF Railway Company 2500 Lou Menk Drive Fort Worth, Texas 76131-2828
Lessor:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration (BN 1990-C)

The equipment covered by the aforesaid Termination of Equipment Lease Agreement consists of all locomotives previously on file and subject to the Equipment Lease Agreement, as the same may have been supplemented, modified or amended.

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

Termination of Equipment Lease Agreement (BN 1990-C) between Wilmington Trust Company, not in its individual capacity but solely as owner trustee, as lessor, and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee, dated as of March 28, 2011.

A fee of forty-one (\$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 recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation 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 (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

BY Michael D. Robson
Michael D. Robson

Enclosures

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**TERMINATION OF EQUIPMENT LEASE AGREEMENT
(BN 1990-C)****SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF TERMINATION AND RELEASE is made and entered into as of March 28, 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-C), dated as of September 14, 1990 by and between the Lessor and the Lessee (as amended by Lease Supplement No. 1 (as defined below), the Restated Equipment Description (as defined below) and as otherwise amended, supplemented or modified to date, the "*Lease*"), (ii) that certain Lease Supplement (BN 1990-C) No. 1, dated September 27, 1990 (the "*Lease Supplement No. 1*") by and between the Lessor and the Lessee, (iii) that certain Memorandum of Amended and Restated Equipment Description (BN 1990-C) (the "*Restated Equipment Description*") dated as of September 26, 2007 by and between the Lessor and the Lessee and (iv) the Termination, Purchase and Release Agreement dated as of March 25, 2011 between Lessee, Lessor and Owner Participant (the "*Termination and Release*"). Pursuant to the Lease, the Lessor has leased to the Lessee, and the Lessee has leased from the 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 17027. The Lease Supplement (or a memorandum thereof) was recorded with the STB on September 27, 1990 under recordation number 17027-A. The Restated Equipment Description (or a memorandum thereof) was recorded with the STB on September 24, 2007 under recordation number 17027-E.

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: DLF 3/22/11
Name: DAVID L. FREEMAN
Title: VP - FREIGHT TRANSPORTATION

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

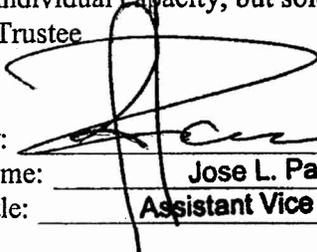
By: _____
Name: _____
Title: _____

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: _____
Title: _____

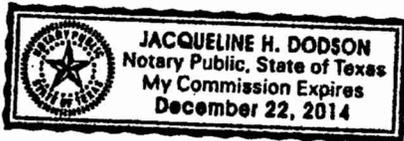
WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

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

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

On this, the 2nd day of March, 2011, before me, a Notary Public in and for said County and State, personally appeared David L. Freeman, who being by me duly sworn, says that (s)he is the Vice President - Transportation of BNSF RAILWAY COMPANY, that said instrument was signed on March 2nd 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.



Jacqueline H. Dodson
Name:
Notary Public
My Commission Expires: Dec 22, 2014
Residing in

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the ___ day of March, 2011, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on March ___, 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.

Name:
Notary Public
My Commission Expires:
Residing in

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

On this, the ___ day of March, 2011, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of BNSF RAILWAY COMPANY, that said instrument was signed on March ___, 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.

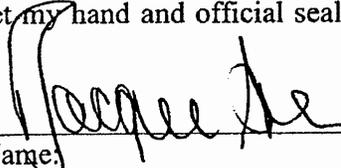
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in

STATE OF DELAWARE)
)
) SS.:
COUNTY OF NEW CASTLE)

On this, the 23 day of March, 2011, before me, a Notary Public in and for said County and State, personally appeared Jose 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 March 23, 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.



Name:
Notary Public
My Commission Expires
Residing in
JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires March 28, 2011

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: 3/29/11



Robert W. Alvord