

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

July 2, 2014

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:

I have enclosed for efilng the document described below, to be recorded pursuant to §11301. This document is a Notice of Partial Termination of Lease, a secondary document, dated as of June 11, 2014. The primary document to which this is connected is recorded under Recordation No. 31016. We request that the copy of this document be recorded under Recordation No. 31016-D.

The names and addresses of the parties to the Notice of Partial Termination of Lease are as follows:

Lessor:

Banc of America Leasing & Capital, LLC
107 Doubletree Drive
Venetia, Pennsylvania 15367

Lessee:

BNSF Railway Company
2650 Lou Menk Drive
Fort, Worth, TX 76131

A description of the equipment covered by the Notice of Partial Termination of Lease consists of four SD75M locomotives numbered BNSF 8202, 8222, 8225, and 8230.

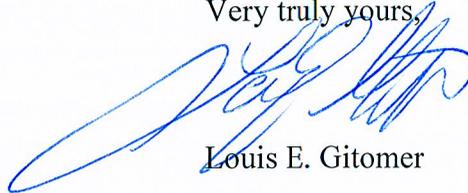
A fee of \$44.00 is enclosed. Please return a copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

Ms. Cynthia T. Brown
July 2, 2014
Page 2

A short summary of the document to appear in the index as follows: a Notice of Partial Termination of Lease dated as of June 11, 2014 between Banc of America Leasing & Capital, LLC, 7 Doubletree Drive, Venetia, Pennsylvania 15367, and BNSF Railway Company, 2650 Lou Menk Drive, Fort, Worth, TX 76131, consisting of four SD75M locomotives numbered BNSF 8202, 8222, 8225, and 8230.

Very truly yours,



Louis E. Gitomer

Enclosure

NOTICE OF PARTIAL TERMINATION OF LEASE

The undersigned, **BANC OF AMERICA LEASING & CAPITAL, LLC** ("Lessor") and **BNSF RAILWAY COMPANY** ("Lessee"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby give notice that Lessor and Lessee do hereby partially terminate the Locomotive Net Leasing Agreement No. 26672-90000, dated as of December 20, 2013, as amended, modified or supplemented (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), between Lessor and Lessee, solely with respect to those certain locomotives described on Exhibit No. 1 attached hereto (the "Units"). This partial termination of the Lease shall not, however, terminate the Lease, or Lessee's obligations thereunder, with respect to any other locomotives subject thereto which are not expressly set forth on Exhibit No. 1 hereto.

A memorandum of the Lease was duly filed and recorded with the Surface Transportation Board on January 21, 2014 under Recordation Number 31016-C. This document constitutes a partial termination of the Lease solely with respect to the Units identified on Exhibit No. 1 attached hereto.

This Notice of Partial Termination of Lease is executed without prejudice to the rights or obligations of the parties which expressly survive under the Lease.

Dated: June 11, 2014

**BANC OF AMERICA LEASING &
CAPITAL, LLC**
as Lessor

By: 
Printed Name: PAUL R. WRIDE
Title: SENIOR VICE PRESIDENT

BNSF RAILWAY COMPANY
as Lessee

By: _____
Printed Name: _____
Title: _____

NOTICE OF PARTIAL TERMINATION OF LEASE

The undersigned, **BANC OF AMERICA LEASING & CAPITAL, LLC** ("Lessor") and **BNSF RAILWAY COMPANY** ("Lessee"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby give notice that Lessor and Lessee do hereby partially terminate the Locomotive Net Leasing Agreement No. 26672-90000, dated as of December 20, 2013, as amended, modified or supplemented (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), between Lessor and Lessee, solely with respect to those certain locomotives described on Exhibit No. 1 attached hereto (the "Units"). This partial termination of the Lease shall not, however, terminate the Lease, or Lessee's obligations thereunder, with respect to any other locomotives subject thereto which are not expressly set forth on Exhibit No. 1 hereto.

A memorandum of the Lease was duly filed and recorded with the Surface Transportation Board on January 21, 2014 under Recordation Number 31016-C. This document constitutes a partial termination of the Lease solely with respect to the Units identified on Exhibit No. 1 attached hereto.

This Notice of Partial Termination of Lease is executed without prejudice to the rights or obligations of the parties which expressly survive under the Lease.

Dated: June 23, 2014

**BANC OF AMERICA LEASING &
CAPITAL, LLC**
as Lessor

By: _____
Printed Name: _____
Title: _____

BNSF RAILWAY COMPANY
as Lessee

By: DLF 6/23/14
Printed Name: D.L. Freeman
Title: Sr. Vice President Transportation

State of Illinois)
County of Cook) ss.

On this 11th day of June, 2014, before me personally appeared Paul Wrede, to me personally known, who, being duly sworn did say that (s)he is a SUP of B.OTA, and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

B. L. Thode
NOTARY PUBLIC

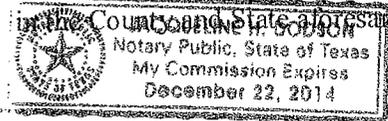
My commission expires: 06/12/17



State of Texas)
)
County of Tarrant) ss.

On this 23rd day of June, 2014, before me personally appeared David L. Freeman, to me personally known, who, being duly sworn did say that (s)he is a Sr. Vice President of BNSF Railway, and that said instrument was signed on behalf of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal



Jacquelin H. Watson
NOTARY PUBLIC

My commission expires: 12/22/2014

Exhibit 1

Four (4) Model SD75M, 4300 HP 6-Axle, 6-Motor Turbo-charged Diesel Electric Locomotives
with Reporting Marks:

BNSF 8202

BNSF 8222

BNSF 8225

BNSF 8230