

JULY 08, 2015 11:15 AM

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

ATTORNEYS AT LAW

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

July 8, 2015

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 Purchase and Partial Termination Agreement (BN 1994-G), dated as of July 1, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BN 1994-G) previously filed with the Board under Recordation Number 19098 and the Memorandum of Trust Indenture and Security Agreement (BN 1994-G) previously filed with the Board under Recordation Numbers 19098-I, 19098-J and 19098-K.

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

Buyer:	BN Leasing Corporation 2500 Lou Menk Drive Fort Worth, Texas 76131
Owner Participant:	Wells Fargo Bank, National Association (successor in interest to Banc of America Leasing & Capital, LLC, successor in interest to Fleet Credit Corporation) 101 North Phillips Avenue One Wachovia Center Sioux Falls, SD 57104
Owner Trustee/Lessor:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19801

Section Chief
July 8, 2015
Page 2

Indenture Trustee: Wells Fargo Bank Northwest, National Association
79 South Main Street
Salt Lake City, UT 84111

Pass Through Trustee: Wells Fargo Bank Northwest, National Association
79 South Main Street
Salt Lake City, UT 84111

Lessee: BNSF Railway Company (f/k/a Burlington Northern Railroad Company)
2500 Lou Menk Drive
Fort Worth, Texas 76131

A description of the equipment covered by the enclosed document is:

20 SD70M-AC locomotives RELEASED and TERMINATED: BNSF 9488 – BNSF 9499, inclusive, and BNSF 9504 – BNSF 9511, inclusive (all previously marked BN).

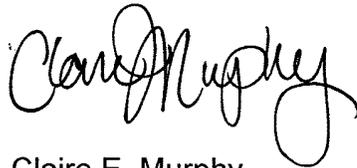
A short summary of the document to appear in the index is:

Memorandum of Purchase and Partial Termination Agreement (BN 1994-G).

Also enclosed is a check in the amount of \$43.00 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,



Claire E. Murphy

CEM
Enclosures

**MEMORANDUM OF PURCHASE AND PARTIAL TERMINATION AGREEMENT
(BN 1994-G)**

THIS MEMORANDUM OF PARTIAL TERMINATION AGREEMENT is made and entered into as of July 1, 2015 by and among BNSF RAILWAY COMPANY, a Delaware corporation (formerly known as Burlington Northern Railroad Company) (the "*Lessee*"); BN LEASING CORPORATION, a Delaware corporation (the "*Buyer*"); WELLS FARGO BANK, NATIONAL ASSOCIATION (successor-in-interest to Banc of America Leasing & Capital, LLC, the successor-in-interest to Fleet Credit Corporation), a national banking association (the "*Owner Participant*"); WILMINGTON TRUST COMPANY, a Delaware trust company, not in its individual capacity except as expressly provided herein, but solely as trustee under the Trust Agreement (the "*Owner Trustee*" or "*Lessor*"); WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, except as expressly provided herein, but solely as Indenture Trustee (herein in such capacity, together with its permitted successors and assigns, called the "*Indenture Trustee*"); and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, except as expressly provided herein, but solely as Pass Through Trustee (herein in such capacity, together with its permitted successors and assigns, called the "*Pass Through Trustee*").

1. Reference is hereby made to (i) that certain Equipment Lease Agreement (BN 1994-G), dated as of December 20, 1994 (as amended, supplemented and modified to date, the "*Lease*") by and between the Owner Trustee and the Lessee, (ii) that certain Trust Indenture and Security Agreement (BN 1994-G), dated as of July 2, 2007 (as amended, supplemented and modified to date, the "*Indenture*") by and between the Owner Trustee and the Indenture Trustee, and (iii) the Purchase and Partial Termination Agreement dated as of June 29, 2015 by and among the Lessee, the Buyer, the Lessor, the Owner Participant, the Indenture Trustee and the Pass Through Trustee (the "*Partial Termination*"). Pursuant to the Lease, the Lessor has leased to the Lessee, and the Lessee has leased from the Lessor, among other things, the equipment described on Schedule A (the "*Type A Equipment*"). The Operative Agreements (as defined in the Lease) other than the Pass Through Trust Agreement, the Certificate Purchase Agreement, the Equipment Notes, the Indenture and each Indenture Supplement are hereby referred to as the "*Subject Documents*". Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease was (i) recorded with the U.S. Surface Transportation Board ("*STB*") on December 19, 1994 under recordation number 19098 and (ii) deposited with the Registrar General of Canada (the "*RGC*") on December 19, 1994.

3. The Indenture was (i) recorded with the STB on June 28, 2007 at 9:00 A.M. under recordation numbers 19098-I, 19098-J and 19098-K and (ii) deposited with the RGC on June 28, 2007.

4. Each of the Pass Through Trustee and the Indenture Trustee acknowledges that prior to the date hereof all of the Equipment Notes issued pursuant to the Indenture

have been paid in full and all of the obligations under the Pass Through Trust Agreement, the Certificate Purchase Agreement, the Equipment Notes, the Indenture and each Indenture Supplement have been fully satisfied, complied with and performed. Accordingly, each of the Pass Through Trust Agreement, the Certificate Purchase Agreement, the Equipment Notes, the Indenture and each Indenture Supplement has been terminated and the lien in and on the Equipment pursuant to the terms thereof has been discharged and released.

5. Except as expressly provided in Section 6 below, the undersigned parties do hereby give notice of the termination of the Subject Documents with respect to each Unit of Type A Equipment effective as of the date hereof as described in the Partial Termination and subject to the terms thereof.

6. The undersigned parties do hereby give notice of the release of the Trust Agreement and the Lease solely with respect to each Unit of Type A Equipment described on Schedule A hereto effective as of the date title to each Unit of Type A Equipment is conveyed to Buyer as described in the Partial Release.

7. This Memorandum of Purchase and Partial Termination Agreement shall neither impair nor terminate the rights, obligations, liabilities, duties or claims and demands of the parties under the Subject Documents that remain in effect on the date hereof which expressly survive this termination, including without limitation, those rights, obligations, liabilities, duties or claims and demands with respect to the Type B Equipment.

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.

Lessee: BNSF RAILWAY COMPANY (formerly known as Burlington Northern Railroad Company)

By Paul W. Bischler
Name: Paul W. Bischler
Title: Vice President-Finance and Treasurer

Buyer: BN LEASING CORPORATION

By Beth A. Miller
Name: Beth A. Miller
Title: Assistant Treasurer

Owner Trustee: WILMINGTON TRUST COMPANY, not in its individual capacity except as expressly provided herein, but solely as Owner Trustee

By _____
Name:
Title:

Owner Participant: WELLS FARGO BANK, NATIONAL ASSOCIATION (SUCCESSOR-IN-INTEREST TO BANC OF AMERICA LEASING & CAPITAL, LLC, THE SUCCESSOR-IN-INTEREST TO FLEET CREDIT CORPORATION)

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.

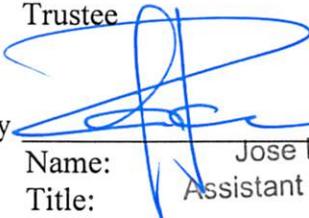
Lessee: BNSF RAILWAY COMPANY (formerly known as Burlington Northern Railroad Company)

By _____
Name: Paul W. Bischler
Title: Vice President-Finance and Treasurer

Buyer: BN LEASING CORPORATION

By _____
Name: Beth A. Miller
Title: Assistant Treasurer

Owner Trustee: WILMINGTON TRUST COMPANY, not in its individual capacity except as expressly provided herein, but solely as Owner Trustee

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

Owner Participant: WELLS FARGO BANK, NATIONAL ASSOCIATION (SUCCESSOR-IN-INTEREST TO BANC OF AMERICA LEASING & CAPITAL, LLC, THE SUCCESSOR-IN-INTEREST TO FLEET CREDIT CORPORATION)

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.

Lessee: BNSF RAILWAY COMPANY (formerly known as Burlington Northern Railroad Company)

By _____
Name: Paul W. Bischler
Title: Vice President-Finance and Treasurer

Buyer: BN LEASING CORPORATION

By _____
Name: Beth A. Miller
Title: Assistant Treasurer

Owner Trustee: WILMINGTON TRUST COMPANY, not in its individual capacity except as expressly provided herein, but solely as Owner Trustee

By _____
Name:
Title:

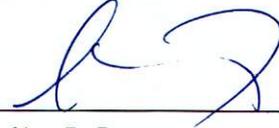
Owner Participant: WELLS FARGO BANK, NATIONAL ASSOCIATION (SUCCESSOR-IN-INTEREST TO BANC OF AMERICA LEASING & CAPITAL, LLC, THE SUCCESSOR-IN-INTEREST TO FLEET CREDIT CORPORATION)

By Daniel Mills
Name:
Title: Daniel Miller
Managing Director

Indenture Trustee:

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity, except as expressly provided herein, but solely as Indenture Trustee

By



Name: Alan D. Doty
Title: Assistant Vice President

Pass Through Trustee:

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity, except as expressly provided herein, but solely as Pass Through Trustee

By



Name: Alan D. Doty
Title: Assistant Vice President

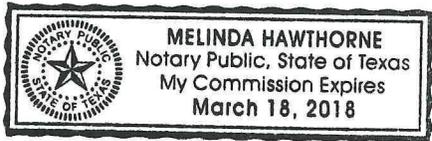
STATE OF TEXAS)
)
COUNTY OF TARRANT) SS.:

On this, the 25 day of June, 2015, before me, a Notary Public in and for said County and State, personally appeared Paul W. Bischler, who being by me duly sworn, says that he is the Vice President-Finance and Treasurer of BNSF RAILWAY COMPANY, that said instrument was signed on June 25, 2015 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.

Melinda Hawthorne

Name:
Notary Public
My Commission Expires:
Residing in



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

On this, the 25 day of June, 2015, before me, a Notary Public in and for said County and State, personally appeared Beth A. Miller, who being by me duly sworn, says that she is the Assistant Treasurer of BN LEASING CORPORATION, that said instrument was signed on June 25, 2015 on behalf of said corporation by authority of its Board of Directors, and she 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.

Melinda Hawthorne

Name:
Notary Public
My Commission Expires:
Residing in



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

On this, the 24 day of June, 2015, 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 June 24, 2015 on behalf of said trust company 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 trust company.

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



Jacqueline Solone
Name: JACQUELINE SOLONE
Notary Public Notary Public
My Commission Expires: STATE OF DELAWARE
Residing in My Commission Expires 04-08-2017

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ___ day of June, 2015, 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 WELLS FARGO BANK, NATIONAL ASSOCIATION (successor-in-interest to Banc of America Leasing & Capital, LLC, the successor-in-interest to Fleet Credit Corporation), that said instrument was signed on June ___, 2015 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 ___ day of June, 2015, 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 June ___, 2015 on behalf of said trust company 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 trust company.

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

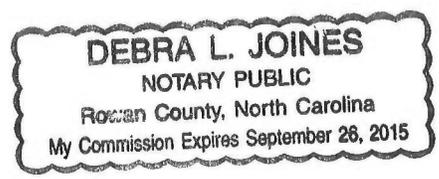
Name:
Notary Public
My Commission Expires:
Residing in

STATE OF North Carolina)
) SS.:
COUNTY OF Mecklenburg)

On this, the 26 day of June, 2015, before me, a Notary Public in and for said County and State, personally appeared Daniel Miller, who being by me duly sworn, says that (s)he is the Managing Director of WELLS FARGO BANK, NATIONAL ASSOCIATION (successor-in-interest to Banc of America Leasing & Capital, LLC, the successor-in-interest to Fleet Credit Corporation), that said instrument was signed on June 26, 2015 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.

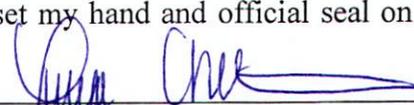
Debra L. Joines
Name: Debra L. Joines
Notary Public
My Commission Expires: 9-26-2015
Residing in North Carolina



STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 26th day of June, 2015, before me, a Notary Public in and for said County and State, personally appeared Alan D. Doty, who being by me duly sworn, says that (s)he is the Assistant Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June __, 2015 on behalf of said national 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 national banking association.

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



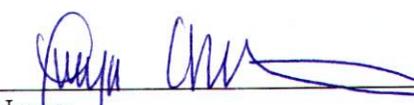
Name:
Notary Public
My Commission Expires
Residing in



STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 26th day of June, 2015, before me, a Notary Public in and for said County and State, personally appeared Alan D. Doty, who being by me duly sworn, says that (s)he is the Assistant Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June __, 2015 on behalf of said national 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 national 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



SCHEDULE A
TO
MEMORANDUM OF PURCHASE AND PARTIAL TERMINATION (BN 1994-G)

EQUIPMENT TYPE	NUMBER OF UNITS	OLD REPORTING MARKS AND ROAD NUMBERS	CURRENT REPORTING MARKS AND ROAD NUMBERS
SD70M-AC Locomotives	20	BN 9488 through BN 9499, inclusive BN 9504 through BN 9511, inclusive	BNSF 9488 through BNSF 9499, inclusive BNSF 9504 through BNSF 9511, inclusive

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: July 8, 2015



Claire E. Murphy