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April 21, 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 Termination and Release Agreement (BNSF 2000-A), dated as of April 20, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the Board under Recordation Number 22898.

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

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

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington DE 19801

Seller Owner/Participant: BN Leasing Corporation
2500 Lou Menk Drive
Fort Worth, Texas 76131

Section Chief
April 21, 2015
Page 2

Indenture Trustee: Wells Fargo Bank Northwest, N.A.
79 South Main Street
Salt Lake City, UT 84111

Loan Participant: Kreditanstalt für Wiederaufbau,
represented by KfW IPEX-Bank GmbH
Palmengartenstrasse 5-9
D 60325 Frankfurt am Main
Germany

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

All railroad equipment covered by the Memorandum of Lease Agreement and the Memorandum of Trust Indenture and Security Agreement, as amended and supplemented, filed under Rec. Nos. 22898 and 22898-A, respectively, is hereby RELEASED and TERMINATED, including but not limited to 33 locomotives: BNSF 8918 – BNSF 8950, inclusive.

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

Memorandum of Termination and Release Agreement (BNSF 2000-A).

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,


for

Edward M. Luria

EML/cem
Enclosures

Chapman and Cutler LLP

Michael Robson
Partner

111 West Monroe Street
Chicago, Illinois 60603-4080

T 312.845.3000
D 312.845.2991
F 312.701.2361
robson@chapman.com

April 21, 2015

Edward Luria, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

Re: BNSF Railway Company
Memorandum of Termination and Release Agreement
(BNSF 2000-A)

Dear Edward:

In connection with the captioned agreement, we are enclosing an executed copy of the Memorandum of Termination and Release Agreement (BNSF 2000-A) to be recorded in the Office of the Secretary of the Surface Transportation Board pursuant to 49 U.S.C. §11301 on **April 21, 2015**. Please file the enclosed as soon as possible.

Upon completion of recordation, please send to the undersigned a scanned copy of the file-stamped cover page reflecting the recordation number.

Should you have any questions regarding this matter, please do not hesitate to contact the undersigned at (312) 845-2991.

Very truly yours,

CHAPMAN AND CUTLER LLP

By: Michael D. Robson

MDRobson
Enclosures

**MEMORANDUM OF TERMINATION AND RELEASE AGREEMENT
(BNSF 2000-A)**

THIS MEMORANDUM OF TERMINATION AND RELEASE AGREEMENT is made and entered into as of April 20, 2015 by and among BNSF RAILWAY COMPANY, a Delaware corporation (formerly known as The Burlington Northern and Santa Fe Railway Company) (the "*Lessee*"); BN LEASING CORPORATION, a Delaware corporation (the "*Seller*" or 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 KFW (also known as Kreditanstalt für Wiederaufbau), a public law corporation organized under the laws of the Federal Republic of Germany (the "*Loan Participant*").

1. Reference is hereby made to (i) that certain Equipment Lease Agreement (BNSF 2000-A), dated as of April 1, 2000, as amended by Lease Supplement No. 1 (BNSF 2000-A) dated as of April 19, 2000 ("*Lease Supplement No. 1*"), in each case, by and between the Lessor and the Lessee (as otherwise amended, supplemented or modified to date, the "*Lease*"), (ii) that certain Trust Indenture and Security Agreement (BNSF 2000-A), dated as of April 1, 2000, as amended by Trust Indenture Supplement No. 1 (BNSF 2000-A) dated April 19, 2000 ("*Indenture Supplement No. 1*"), in each case, by and between the Lessor and the Indenture Trustee and as otherwise amended, supplemented or modified to date, the "*Indenture*"), and (iii) the Termination and Release Agreement dated as of April 20, 2015 by and among the Lessee, the Seller, the Lessor, the Owner Participant, the Indenture Trustee and the Loan 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 described on Schedule A. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease, Indenture, Lease Supplement No. 1 and Indenture Supplement No. 1 and a Lease Assignment (or memoranda thereof) were (i) recorded with the Surface Transportation Board ("*STB*") on April 18, 2000, under recordation number 22898 and (ii) deposited with the Registrar General of Canada on April 18, 2000.

3. The undersigned parties do hereby give notice of the termination of the Lease, Indenture and the other Operative Agreements effective as of the date hereof as described in that certain Termination and Release.

4. This Memorandum of Termination and Release Agreement 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.

Lessee: BNSF RAILWAY COMPANY (formerly known as The Burlington Northern and Santa Fe Railway Company)

By: Paul J. Bischler
Name: Paul Bischler
Title: VP Finance and Treasurer

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

By: _____
Name:
Title:

Seller/Owner Participant: BN LEASING CORPORATION

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

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

By: _____
Name:
Title:

Loan Participant: KFW IPEX-BANK GMBH ACTING ON BEHALF OF KFW (also known as Kreditanstalt für Wiederaufbau)

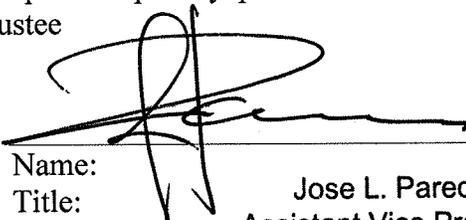
By: _____
Name:
Title:

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 The Burlington Northern and Santa Fe Railway Company)

By: _____
Name: Paul Bischler
Title: VP Finance and 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

Seller/Owner Participant: BN LEASING CORPORATION

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

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

By: _____
Name:
Title:

Loan Participant: KFW IPEX-BANK GMBH ACTING ON BEHALF OF KFW (also known as Kreditanstalt für Wiederaufbau)

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 The Burlington Northern and Santa Fe Railway Company)

By: _____
Name: Paul Bischler
Title: VP Finance and Treasurer

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

By: _____
Name:
Title:

Seller/Owner Participant: BN LEASING CORPORATION

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

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

By: Ma A _____
Name: Michael Arsenault
Title: Vice President

Loan Participant: KFW IPEX-BANK GMBH ACTING ON BEHALF OF KFW (also known as Kreditanstalt für Wiederaufbau)

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 The Burlington Northern and Santa Fe Railway Company)

By: _____
Name: Paul Bischler
Title: VP Finance and Treasurer

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

By: _____
Name:
Title:

Seller/Owner Participant: BN LEASING CORPORATION

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

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

By: _____
Name:
Title:

Loan Participant: KFW IPEX-BANK GMBH ACTING ON BEHALF OF KFW (also known as Kreditanstalt für Wiederaufbau)

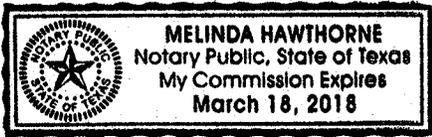
By: _____
Name: MAX WOLF
Title: DIRECTOR

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

On this, the 17th day of April, 2015, before me, a Notary Public in and for said County and State, personally appeared Paul Bischler, who being by me duly sworn, says that (s)he is the VP Finance and Treasurer of BNSF RAILWAY COMPANY, that said instrument was signed on April 17th, 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.

Melinda Hawthorne
Name:
Notary Public
My Commission Expires:
Residing in

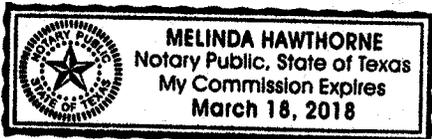


STATE OF TEXAS)
) SS.:
COUNTY OF TARRANT)

On this, the 17th day of April, 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 (s)he is the Assistant Treasurer of BN LEASING CORPORATION, that said instrument was signed on April 17th, 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.

Melinda Hawthorne
Name:
Notary Public
My Commission Expires:
Residing in



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

On this, the 17th day of April, 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 April 17th, 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.



Ramona L. Ringgold

Name:
Notary Public
My Commission Expires:
Residing in

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

RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 09-16-2015

On this, the ___ day of April, 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 NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on April ___, 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 DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the ___ day of April, 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 April ___, 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.

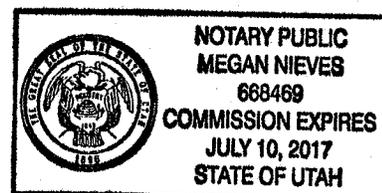
Name:
Notary Public
My Commission Expires:
Residing in

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

On this, the 17th day of April, 2015, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on April 17, 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.

Megan Nieves
Name: _____
Notary Public **Megan Nieves**
My Commission Expires: July 10, 2017
Residing in Utah



STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this, the 21st day of April, 2015, before me, a Notary Public in and for said County and State, personally appeared MAX THOMAS WOLF, who being by me duly sworn, says that (s)he is the DIRECTOR of KFW IPEX-BANK GMBH acting on behalf of KfW (also known as Kreditanstalt für Wiederaufbau), that said instrument was signed on April 21st 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 _____

VALERIE WANLING HUANG Notary Public - State of New York My Commission Expires: NO. 01HU6292346 Qualified in Nassau County My Commission Expires May 20, 2017
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SCHEDULE A
TO
MEMORANDUM OF TERMINATION AND RELEASE (BNSF 2000-A)

EQUIPMENT DESCRIPTION	QUANTITY	REPORTING MARKS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	33	BNSF 8918 through BNSF 8950, inclusive

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: April 21, 2015

Edward M. Luria

Edward M. Luria