

RECORDATION NO 31016 FILED
December 23, 2013 04:55 PM
SURFACE TRANSPORTATION BOARD
ALVORD AND ALVORD

ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

December 23, 2013

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 Lease Agreement, dated as of December 20, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Banc of America Leasing & Capital, LLC 107 Doubletree Drive Venetia, Pennsylvania 15367
Lessee:	BNSF Railway Company 2650 Lou Menk Drive Fort, Worth, Texas 76131

Chief, Section of Administration
December 23, 2013
Page 2

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

21 Model SD75M Diesel Electric locomotives within the series BNSF 8200 - BNSF 8257 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$44.00 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,



Edward M. Luria

EML/bhs
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of December 20, 2013

between

BNSF RAILWAY COMPANY,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on December __, 2013 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 20, 2013, by and between BNSF RAILWAY COMPANY ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Units").

All of such Units are more fully described in that certain Schedule No. 001 dated as of December 20, 2013 and executed pursuant to, and incorporating by reference the terms and conditions of, that certain Locomotive Net Leasing Agreement No. _____ dated as of December 20, 2013 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Units on the terms set forth in the Lease.

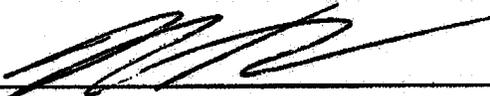
This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of BANC OF AMERICA LEASING & CAPITAL LLC by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of BANC OF AMERICA LEASING & CAPITAL LLC. I further declare under penalty of perjury that the foregoing is true and correct.

BANC OF AMERICA LEASING & CAPITAL LLC,

By:  _____

Printed Name: Michael F. Marks _____

Title: Vice President – Sales & Disposition _____

BNSF RAILWAY COMPANY

By: _____

Name:

Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of BANC OF AMERICA LEASING & CAPITAL LLC by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of BANC OF AMERICA LEASING & CAPITAL LLC. I further declare under penalty of perjury that the foregoing is true and correct.

BANC OF AMERICA LEASING & CAPITAL LLC,

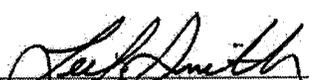
By: _____

Printed Name: Michael F. Marks

Title: Vice President – Sales & Disposition

I certify that I hold the title set forth below, that this instrument was signed on behalf of BNSF RAILWAY COMPANY by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of BNSF RAILWAY COMPANY. I further declare under penalty of perjury that the foregoing is true and correct.

BNSF RAILWAY COMPANY

By:  _____

Name: Greg Smith

Title: AVP LOCOMOTIVE UTILIZATION

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF UNITS

21 Model SD75M, 4300 HP 6-Axle, 6-Motor Turbo-charged Diesel Electric Locomotives with Reporting Marks:

BNSF 8200
BNSF 8201
BNSF8203
BNSF8204
BNSF8206
BNSF8207
BNSF8214
BNSF8217
BNSF8223
BNSF8224
BNSF8226
BNSF8233
BNSF8237
BNSF8238
BNSF8240
BNSF8241
BNSF8244
BNSF8245
BNSF8246
BNSF8249
BNSF8257

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: December 23, 2013

Edward M Luria

Edward M. Luria