

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)

July 31, 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 EBO Purchase and Partial Release Agreement and Omnibus Amendment (BNSF 1998-J), dated as of July 31, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 21903 and 21903-A.

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) 2650 Lou Menk Drive Fort Worth, TX 76131
Buyer:	BN Leasing Corporation 2500 Lou Menk Drive Fort Worth, TX 76131
Owner Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19890-0001

Section Chief
July 31, 2015
Page 2

Owner Participant: General Electric Capital Corporation
161 N. Clark Street
Chicago, IL 60601

Indenture Trustee
and Pass Through
Trustee: Wells Fargo Bank Northwest, National
Association (successor in interest to First
Security Bank, National Association)
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

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

396 gondola railcars within the series BNSF 517850 – BNSF 518399; and
343 covered hopper railcars within the series BNSF 409000 – BNSF
409349 as set forth in the attachment to the document.

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

Memorandum of EBO Purchase and Partial Release Agreement and
Omnibus Amendment (BNSF 1998-J).

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,



Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF EBO PURCHASE AND PARTIAL RELEASE AGREEMENT AND
OMNIBUS AMENDMENT
(BNSF 1998-J)**

THIS MEMORANDUM OF PARTIAL RELEASE AGREEMENT is made and entered into as of July 31, 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 "*Buyer*"); GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation (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 (successor to First Security Bank, 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 (successor to First Security Bank, 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 (BNSF 1998-J), dated as of November 1, 1998 (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 (BNSF 1998-J), dated as of November 1, 1998 (as amended, supplemented and modified to date, the "*Indenture*") by and between the Owner Trustee and the Indenture Trustee, and (iii) the EBO Purchase and Partial Release Agreement and Omnibus Amendment dated as of July 2, 2015 by and among the Lessee, the Buyer, the Lessor, the Owner Participant, the Indenture Trustee and the Pass Through Trustee (the "*Partial 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 was (i) recorded with the U.S. Surface Transportation Board ("*STB*") on December 29, 1998 under recordation number 21903 and (ii) deposited with the Registrar General of Canada (the "*RGC*") on December 29, 1998. The Indenture was (i) recorded with the STB on December 29, 1998 under recordation number 21903-A and (ii) deposited with the RGC on December 29, 1998.

3. The undersigned parties do hereby give notice of the release of the Indenture, the Lease, the Trust Agreement and the other Operative Agreements solely with respect to the Equipment described on Schedule A hereto effective as of the date hereof as described in the Partial Release.

4. This Memorandum of EBO and Partial 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, including without limitation, those rights, obligations, liabilities, duties or claims and demands with respect to the Type A Equipment and the Type B Equipment.

[SIGNATURE PAGE FOLLOWS]

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 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: GENERAL ELECTRIC CAPITAL 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
The Burlington Northern and Santa Fe
Railway 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: GENERAL ELECTRIC CAPITAL 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
The Burlington Northern and Santa Fe
Railway 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:

GENERAL ELECTRIC CAPITAL CORPORATION

By _____

Name: Joseph A. Lettanzio
Title: Attorney-in-fact

Indenture Trustee:

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor to First Security Bank, National Association), not in its individual capacity, except as expressly provided herein, but solely as Indenture Trustee

By _____



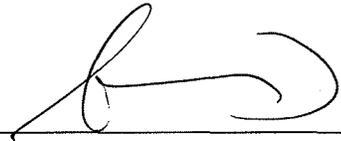
Name:

Title: Alan D. Doty
Assistant Vice President

Pass Through Trustee:

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor to First Security Bank, National Association), not in its individual capacity, except as expressly provided herein, but solely as Pass Through Trustee

By _____



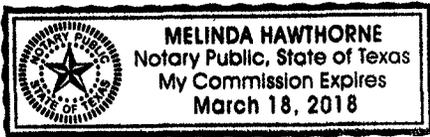
Name:

Title: Alan D. Doty
Assistant Vice President

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

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.

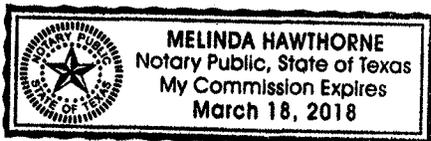


Melinda Hawthorne
Name:
Notary Public
My Commission Expires:
Residing in

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

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.

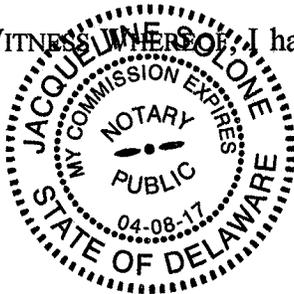


Melinda Hawthorne
Name:
Notary Public
My Commission Expires:
Residing in

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: _____
Notary Public JACQUELINE SOLONE
My Commission Expires: Notary Public
Residing in STATE OF DELAWARE
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 GENERAL ELECTRIC CAPITAL 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 July, 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 July ___, 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.

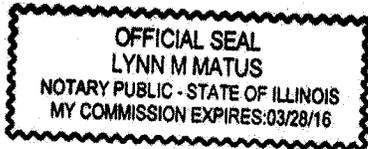
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in

STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this, the 31st day of July, 2015, before me, a Notary Public in and for said County and State, personally appeared JOSEPH A. LATTANZO, who being by me duly sworn, says that (s)he is the Attorney-in-fact of GENERAL ELECTRIC CAPITAL CORPORATION, that said instrument was signed on July 31st, 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.

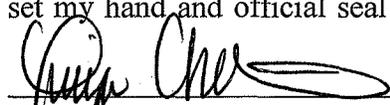


Lynn M. Matus
Name:
Notary Public
My Commission Expires: 3/28/16
Residing in Illinois

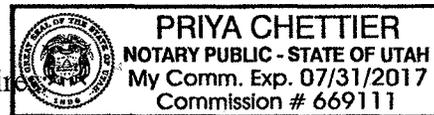
STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 26th day of June, 2015, before me, a Notary Public in and for said County and State, personally appeared Alan D. Dohy, 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.



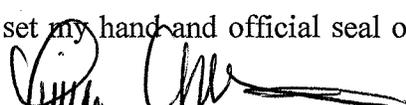
Name:
Notary Public
My Commission Expires
Residing in



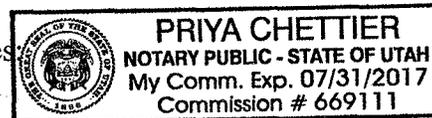
STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 26th day of June, 2015, before me, a Notary Public in and for said County and State, personally appeared Alan D. Dohy, 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 EBO PURCHASE AND PARTIAL RELEASE (BNSF 1998-J)

EQUIPMENT TYPE	NUMBER OF UNITS	ROAD NUMBERS
66 Foot Gondola Cars	396	BNSF 517850 through BNSF 517876, inclusive BNSF 517878 through BNSF 518002, inclusive BNSF 518005 BNSF 518013 BNSF 518014 BNSF 518016 through BNSF 518020, inclusive BNSF 518023 BNSF 518026 BNSF 518028 through BNSF 518030, inclusive BNSF 518032 BNSF 518034 BNSF 518035 BNSF 518037 through BNSF 518041, inclusive BNSF 518043 through BNSF 518050, inclusive BNSF 518052 through BNSF 518054, inclusive BNSF 518057 through BNSF 518059, inclusive BNSF 518061 through BNSF 518067, inclusive BNSF 518070 through BNSF 518073, inclusive BNSF 518078 BNSF 518081 BNSF 518082 BNSF 518084 through BNSF 518087, inclusive BNSF 518089 BNSF 518092 BNSF 518093 BNSF 518095 through BNSF 518097, inclusive

EQUIPMENT TYPE	NUMBER OF UNITS	ROAD NUMBERS
		BNSF 518099
		BNSF 518103 through
		BNSF 518105, inclusive
		BNSF 518107
		BNSF 518109
		BNSF 518115
		BNSF 518118
		BNSF 518119
		BNSF 518121
		BNSF 518123
		BNSF 518126
		BNSF 518127
		BNSF 518130 through
		BNSF 518132, inclusive
		BNSF 518134
		BNSF 518135
		BNSF 518138
		BNSF 518151
		BNSF 518152
		BNSF 518154
		BNSF 518155
		BNSF 518161 through
		BNSF 518164, inclusive
		BNSF 518166 through
		BNSF 518172, inclusive
		BNSF 518175
		BNSF 518178
		BNSF 518179
		BNSF 518181
		BNSF 518183
		BNSF 518185
		BNSF 518186
		BNSF 518189 through
		BNSF 518191, inclusive
		BNSF 518194 through
		BNSF 518197, inclusive
		BNSF 518200
		BNSF 518202 through
		BNSF 518204, inclusive
		BNSF 518206 through
		BNSF 518210, inclusive
		BNSF 518212 through

EQUIPMENT TYPE	NUMBER OF UNITS	ROAD NUMBERS
		BNSF 518214, inclusive
		BNSF 518216, through
		BNSF 518219, inclusive
		BNSF 518224 through
		BNSF 518227, inclusive
		BNSF 518235
		BNSF 518237 through
		BNSF 518240, inclusive
		BNSF 518242
		BNSF 518246 through
		BNSF 518250, inclusive
		BNSF 518252
		BNSF 518253
		BNSF 518255
		BNSF 518256
		BNSF 518263
		BNSF 518264
		BNSF 518269
		BNSF 518271
		BNSF 518272
		BNSF 518277
		BNSF 518278
		BNSF 518281 through
		BNSF 518283, inclusive
		BNSF 518285
		BNSF 518289
		BNSF 518290
		BNSF 518294
		BNSF 518296
		BNSF 518297
		BNSF 518299
		BNSF 518300
		BNSF 518302 through
		BNSF 518314, inclusive
		BNSF 518316 through
		BNSF 518322, inclusive
		BNSF 518324
		BNSF 518325
		BNSF 518327 through
		BNSF 518330, inclusive
		BNSF 518333 through
		BNSF 518336, inclusive

EQUIPMENT TYPE	NUMBER OF UNITS	ROAD NUMBERS
3,500 Cubic Foot Covered Hopper Cars	343	BNSF 518338 through BNSF 518342, inclusive BNSF 518344 through BNSF 518347, inclusive BNSF 518349 through BNSF 518358, inclusive BNSF 518360 through BNSF 518371, inclusive BNSF 518373 BNSF 518375 BNSF 518377 through BNSF 518393, inclusive BNSF 518395 through BNSF 518397, inclusive BNSF 518399
		BNSF 409000 through BNSF 409349, inclusive
		Less the following Events of Loss (7):
		BNSF 409054 BNSF 409074 BNSF 409081 BNSF 409182 BNSF 409201 BNSF 409273 BNSF 409288

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: July 31, 2015

Edward M Luria

Edward M. Luria