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

January 2, 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 (BN 1994-D), dated as of January 2, 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 and the Memorandum of Trust Indenture and Security Agreement previously filed with the Commission and the Board under Recordation Numbers 18997 and 18997-I, respectively.

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

Lessee:	BNSF Railway Company (f/k/a Burlington Northern Railroad Company) 2500 Lou Menk Drive Fort Worth, Texas 76131-2828
Buyer:	BN Leasing Corporation 2500 Lou Menk Drive Fort Worth, Texas 76131-2828
Owner Participant:	Bank of America, N.A. (successor in interest to Shawmut Bank, N.A.) One Financial Plaza Providence RI 02903

Owner Trustee/
Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington Delaware 19890-0001

Indenture Trustee/
Pass Through Trustee: Wells Fargo Bank Northwest, N.A.
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

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

11 locomotives: BNSF 9400 – 9410, inclusive (previously marked BN);
147 covered hopper railcars within the series BNSF 469041 – BNSF 469151
(previously marked BN); and
177 aluminum coal railcars within the series BNSF 666424 – BNSF 666533
(previously marked BN within the series BN 534860 – BN 534969), including 5
identified casualties, as more particularly set forth on the attachment to the
document.

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

Memorandum of Termination and Release Agreement (BN 1994-D).

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

**MEMORANDUM OF TERMINATION AND RELEASE AGREEMENT
(BN 1994-D)**

THIS MEMORANDUM OF TERMINATION AND RELEASE AGREEMENT is made and entered into as of January 2, 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*"); BANK OF AMERICA, N.A. (successor-in-interest to Shawmut Bank, N.A.), a national banking association (the "*Owner Participant*"); WILMINGTON TRUST COMPANY, a Delaware banking corporation, 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-D), dated as of September 15, 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-D), 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 Termination and Release Agreement dated as of December 30, 2014 by and among the Lessee, the Buyer, the Lessor, the Owner Participant, the Indenture Trustee and the Pass Through Trustee (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 was (i) recorded with the Surface Transportation Board ("*STB*") on September 28, 1994 under recordation number 18997 and (ii) deposited with the Registrar General of Canada (the "*RGC*") on September 29, 1994 under document key 1937. The Indenture was (i) recorded with the STB on June 28, 2007 under recordation number 18997-I and (ii) deposited with the RGC on June 28, 2007.

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

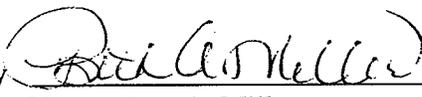
the parties under the Lease or the other Operative Agreements that remain in effect on the date hereof which expressly survive this termination.

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 Burlington Northern Railroad Company)

By 
Name: Paul W. Bischler
Title: VP Finance & Chief Sourcing Officer

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: BANK OF AMERICA, N.A. (successor-in-interest to Shawmut Bank, N.A.)

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: VP Finance & Chief Sourcing Officer

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: Adam R. Vegelsong
Title: Vice President

Owner Participant: BANK OF AMERICA, N.A. (successor-in-interest to Shawmut Bank, N.A.)

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: VP Finance & Chief Sourcing Officer

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:

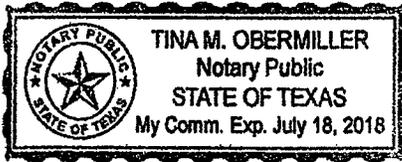
Owner Participant: BANK OF AMERICA, N.A. (successor-in-interest to Shawmut Bank, N.A.)

By Jung Westover
Name:
Title: Jung Westover
Vice President

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

On this, the 19 day of December, 2014, 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 (s)he is the VP Finance & Chief Sourcing Officer of BNSF RAILWAY COMPANY, that said instrument was signed on December 19, 2014 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.

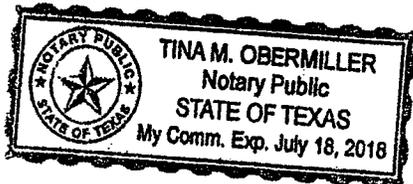


Tina M. Obermiller
Name: Tina M. obermiller
Notary Public
My Commission Expires: 7/18/18
Residing in Ft. Worth, TX

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

On this, the 19 day of December, 2014, 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 December 19, 2014 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.



Tina M. Obermiller
Name: Tina M. Obermiller
Notary Public
My Commission Expires: 7/18/18
Residing in Ft. Worth, TX

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

On this, the 23rd day of December, 2014, before me, a Notary Public in and for said County and State, personally appeared Adam R. Vogelsong, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on December 23rd, 2014 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

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

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

On this, the ___ day of December, 2014, 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 BANK OF AMERICA, N.A., that said instrument was signed on December ___, 2014 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.

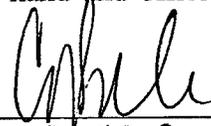
Name:
Notary Public
My Commission Expires:
Residing in

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

On this, the 23rd day of December, 2014, 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 December 23, 2014 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.

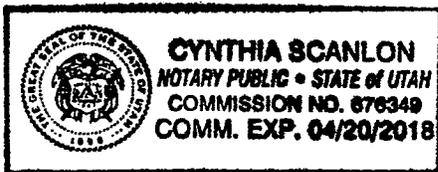


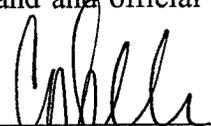

Name: Cynthia Scanlon
Notary Public
My Commission Expires: 04/20/2018
Residing in Utah

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

On this, the 23rd day of December, 2014, 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 December 23, 2014 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: Cynthia Scanlon
Notary Public
My Commission Expires: 04/20/2018
Residing in Utah

SCHEDULE A
TO
MEMORANDUM OF TERMINATION AND RELEASE (BN 1994-D)

Equipment Type	NUMBER OF UNITS	OLD ROAD NUMBERS	NEW ROAD NUMBERS
SD70M-AC Locomotives	11	BN 9400 through BN 9410, inclusive	BNSF 9400 through BNSF 9410, inclusive
Covered Hopper Cars	147	BN 469041 BN 469098 BN 469120 BN 469128 BN 469000 through BN 469006, inclusive BN 469008 through BN 469040, inclusive BN 469042 BN 469044 through BN 469093, inclusive BN 469095 through BN 469097, inclusive BN 469099 through BN 469111, inclusive BN 469114 through BN 469119, inclusive BN 469121 through BN 469127, inclusive BN 469129 through BN 469151, inclusive	BNSF 469041 BNSF 469098 BNSF 469120 BNSF 469128 BNSF 469000 through BNSF 469006, inclusive BNSF 469008 through BNSF 469040, inclusive BNSF 469042 BNSF 469044 through BNSF 469093, inclusive BNSF 469095 through BNSF 469097, inclusive BNSF 469099 through BNSF 469111, inclusive BNSF 469114 through BNSF 469119, inclusive BNSF 469121 through BNSF 469127, inclusive BNSF 469129 through BNSF 469151, inclusive
Aluminum Coal Cars	166	BN 534860 through BN 534865, inclusive BN 534867 through BN 534875, inclusive BN 534877 through BN 534885, inclusive BN 534887 through BN 534890, inclusive BN 534892 through BN 534913, inclusive BN 534916 through BN 534920, inclusive BN 534922 through BN 534938, inclusive BN 534940 through	BNSF 666424 through BNSF 666429, inclusive BNSF 666431 through BNSF 666439, inclusive BNSF 666441 through BNSF 666449, inclusive BNSF 666451 through BNSF 666454, inclusive BNSF 666456 through BNSF 666477, inclusive BNSF 666480 through BNSF 666484, inclusive BNSF 666486 through BNSF 666502, inclusive BNSF 666504 through

BN 534954, inclusive
BN 534956 through
BN 534960, inclusive
BN 534962 through
BN 534966, inclusive
BN 534968
BN 534970 through
BN 534976, inclusive
BN 534978 through
BN 534998, inclusive
BN 535001 through
BN 535006, inclusive
BN 535008 through
BN 535019, inclusive
BN 535021 through
BN 535041, inclusive
BN 534891

Casualties:
BN 534876
BN 534939
BN 534955
BN 534967
BN 534969

BNSF 666518, inclusive
BNSF 666520 through
BNSF 666524, inclusive
BNSF 666526 through
BNSF 666530, inclusive
BNSF 666532
BNSF 666534 through
BNSF 666540, inclusive
BNSF 699112
BNSF 666542 through
BNSF 666561, inclusive
BNSF 666564 through
BNSF 666569, inclusive
BNSF 666571 through
BNSF 666582, inclusive
BNSF 666584 through
BNSF 666604, inclusive
BNSF 666455

Casualties:
BNSF 666440
BNSF 666503
BNSF 666519
BNSF 666531
BNSF 666533

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: 1/5/2014

Edward M Luria
Edward M. Luria