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

May 19, 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 Lease Assignment, dated as May 19, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BNSF 1992-B) and related documents previously filed with the Board under Recordation Number 17951.

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

Assignor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Assignee: The Huntington National Bank
105 East Fourth Street
Cincinnati, OH 45202

[Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131]

Section Chief
May 19, 2015
Page 2

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

211 gondola railcars within the series BN 533900 – BN 534139 as set forth on the attachment to the document.

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

Memorandum of Lease Assignment.

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 ASSIGNMENT (STB)

MEMORANDUM OF LEASE ASSIGNMENT

dated as of May 19, 2015

between

THE HUNTINGTON NATIONAL BANK
as Assignee

and

WILMINGTON TRUST COMPANY
as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO

49 U.S.C. §11301 on May ____, 2015 at ____:____.m.

MEMORANDUM OF LEASE ASSIGNMENT

THIS MEMORANDUM OF LEASE ASSIGNMENT is made and entered into as of May 19, 2015, by and between THE HUNTINGTON NATIONAL BANK (the "Assignee") and WILMINGTON TRUST COMPANY, not in its individual capacity except as expressly provided herein but solely as Owner Trustee (the "Assignor"), with reference to the following:

BNSF Railway Company (f/k/a Burlington Northern Railroad Company), a Delaware corporation ("Lessee"), as lessee, and Assignor, as lessor entered into that certain Equipment Lease Agreement (BN 1992-B), dated as of September 15, 1992 (as amended, supplemented or modified to date, the "Lease"), pursuant to which Assignor leased to Lessee the railcars described in the Lease Supplement thereto as further described in Exhibit No. 1 attached hereto (the "Railcars").

The Lease was recorded with the Surface Transportation Board on September 15, 1992, under Recordation No. 17951 and a Memorandum of Lease Assignment, dated January 28, 2005, was recorded with the Surface Transportation Board on January 28, 2005, under Recordation No. 17951-H.

Pursuant to the Trust Termination Agreement (BN 1992-B) dated as of May 19, 2015 between the parties thereto (the "Trust Termination Agreement"), Assignor has agreed to assign the Lease to Assignee, and Assignee has agreed to assume the obligations as "Lessor" under the Lease from Assignor.

The parties hereto wish to show for public record this Memorandum of Lease Assignment to provide notice of such assignment.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

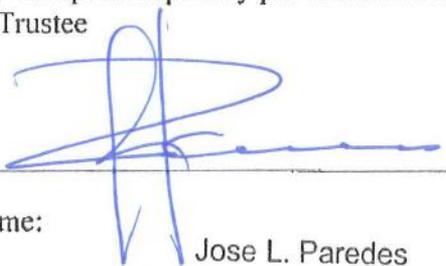
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Assignment to be executed as of the date first above written.

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

By: _____

Name:

Title:


Jose L. Paredes
Assistant Vice President

THE HUNTINGTON NATIONAL BANK

By: _____

Name:

Title:


Amy R. Phillips
Assistant Vice President

[Signature Page STB Memo]

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

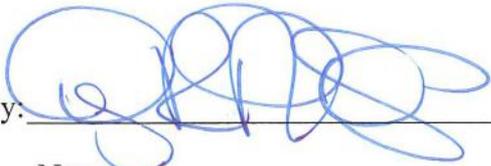
WILMINGTON TRUST COMPANY, not in its individual capacity except as expressly provided herein but solely as Owner Trustee

By: _____

Name:

Title:

THE HUNTINGTON NATIONAL BANK

By:  _____

Name:

Amy R. Phillips
Assistant Vice President

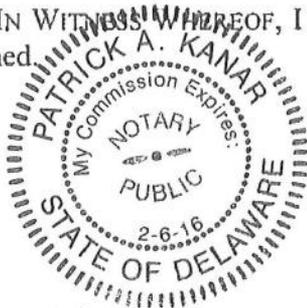
Title:

[Signature Page STB Memo]

STATE OF State of Delaware)
)
) SS.:
COUNTY OF New Castle County

On this, the 15 day of May, 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 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.



Patrick A. Kanar
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Ohio)
)
) SS.:
COUNTY OF Franklin)

PATRICK A. KANAR
Notary Public
STATE OF DELAWARE
My Commission Expires 2-6-2016

On this, the 15 day of May, 2015, before me, a Notary Public in and for said County and State, personally appeared Amy R. Phillips, who being by me duly sworn, says that (s)he is the Assistant Vice President of THE HUNTINGTON NATIONAL BANK, that said instrument was signed 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.



JESSICA J. GOURASH
Notary Public, State of Ohio
My Comm. Expires 01-03-2016

Jessica J. Gourash
Name:
Notary Public
My Commission Expires: January 3, 2016
Residing in Franklin County, Ohio

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

On this, the ___ day of May, 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 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 Ohio)
)
COUNTY OF Franklin) SS.:

On this, the 15 day of May, 2015, before me, a Notary Public in and for said County and State, personally appeared Amy R. Phillips, who being by me duly sworn, says that (s)he is the Assistant Vice President of THE HUNTINGTON NATIONAL BANK, that said instrument was signed 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.



JESSICA J. GOURASH
Notary Public, State of Ohio
My Comm. Expires 01-03-2016

Jessica J. Gourash
Name:
Notary Public
My Commission Expires: January 3, 2016
Residing in Franklin County, Ohio

EXHIBIT NO. 1

TO MEMORANDUM OF LEASE ASSIGNMENT

DESCRIPTION OF RAILCARS

The following items bearing the reporting marks and numbers:

Two Hundred and Eleven (211) Aluminum Coal Gondola Cars, bearing the following reporting marks and numbers:

BN 533900	BN 533929	BN 533960	BN 533993	BN 534022
BN 533901	BN 533930	BN 533961	BN 533994	BN 534023
BN 533902	BN 533931	BN 533962	BN 533995	BN 534024
BN 533903	BN 533932	BN 533963	BN 533996	BN 534025
BN 533904	BN 533933	BN 533964	BN 533998	BN 534026
BN 533905	BN 533935	BN 533965	BN 533999	BN 534027
BN 533906	BN 533937	BN 533967	BN 534000	BN 534028
BN 533907	BN 533938	BN 533968	BN 534001	BN 534029
BN 533908	BN 533939	BN 533969	BN 534002	BN 534030
BN 533909	BN 533940	BN 533970	BN 534003	BN 534031
BN 533911	BN 533941	BN 533971	BN 534004	BN 534032
BN 533912	BN 533942	BN 533972	BN 534005	BN 534033
BN 533913	BN 533943	BN 533974	BN 534006	BN 534034
BN 533914	BN 533944	BN 533975	BN 534007	BN 534036
BN 533915	BN 533945	BN 533976	BN 534008	BN 534037
BN 533916	BN 533946	BN 533977	BN 534009	BN 534041
BN 533917	BN 533948	BN 533980	BN 534010	BN 534042
BN 533918	BN 533949	BN 533981	BN 534011	BN 534043
BN 533919	BN 533951	BN 533983	BN 534012	BN 534044
BN 533920	BN 533952	BN 533984	BN 534013	BN 534045
BN 533922	BN 533953	BN 533985	BN 534014	BN 534046
BN 533923	BN 533954	BN 533986	BN 534015	BN 534047
BN 533924	BN 533955	BN 533987	BN 534016	BN 534048
BN 533925	BN 533956	BN 533989	BN 534017	BN 534049
BN 533926	BN 533957	BN 533990	BN 534018	BN 534050
BN 533927	BN 533958	BN 533991	BN 534020	BN 534051
BN 533928	BN 533959	BN 533992	BN 534021	BN 534052

BN 534053	BN 534070	BN 534089	BN 534108	BN 534127
BN 534054	BN 534071	BN 534090	BN 534109	BN 534129
BN 534055	BN 534073	BN 534091	BN 534111	BN 534130
BN 534056	BN 534074	BN 534092	BN 534112	BN 534131
BN 534058	BN 534075	BN 534093	BN 534113	BN 534132
BN 534059	BN 534076	BN 534094	BN 534114	BN 534133
BN 534060	BN 534077	BN 534095	BN 534115	BN 534134
BN 534061	BN 534078	BN 534096	BN 534116	BN 534135
BN 534062	BN 534079	BN 534097	BN 534117	BN 534136
BN 534063	BN 534081	BN 534098	BN 534118	BN 534137
BN 534064	BN 534083	BN 534100	BN 534120	BN 534138
BN 534065	BN 534084	BN 534101	BN 534121	BN 534139
BN 534066	BN 534085	BN 534102	BN 534122	
BN 534067	BN 534086	BN 534104	BN 534123	
BN 534068	BN 534087	BN 534106	BN 534125	
BN 534069	BN 534088	BN 534107	BN 534126	

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: May 19, 2015

Edward M. Luria

Edward M. Luria