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September 28, 2015

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to §11301. This document is a Memorandum of Lease Agreement, a primary document dated as of September 24, 2015. We request that this document be given the next Recordation No.

The names and addresses of the parties to the Memorandum of Lease Agreement are as follows:

Lessor:

JPMorgan Chase Bank, N.A.
1111 Polaris Parkway
Columbus, OH 43240

Lessee:

BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131

A description of the equipment covered by the Memorandum of Lease Agreement consists of 400 covered hopper cars numbered BNSF 497100-497499, inclusive.

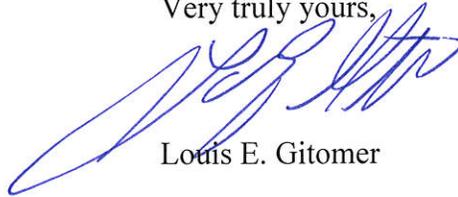
A fee of \$43.00 is enclosed. Please return a copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

Ms. Cynthia T. Brown
September 28, 2015
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A short summary of the document to appear in the index as follows: a Memorandum of Lease Agreement dated as of September 24, 2015 between JPMorgan Chase Bank, N.A., 1111 Polaris Parkway, Columbus, OH 43240, and BNSF Railway Company, 2500 Lou Menk Drive, Fort Worth, TX 76131, covering 400 covered hopper cars numbered BNSF 497100-497499, inclusive.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'L. E. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of September 24, 2015,

between

JPMORGAN CHASE BANK, N.A.
as Lessor

and

BNSF RAILWAY COMPANY
as Lessee

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September ____, 2015, by and between JPMORGAN CHASE BANK, N.A. ("Lessor"), 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and BNSF RAILWAY COMPANY ("Lessee"), 2500 Lou Menk Drive, Fort Worth, Texas 76131, with reference to the following:

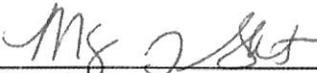
1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain Railcars described on Exhibit No. 1 attached hereto.
2. The lease of the Railcars shall be effective as of the date first set forth above and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

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.

JPMORGAN CHASE BANK, N.A.

By: 

Mary T. Short
Authorized Officer

BNSF RAILWAY COMPANY

By: 

Name: Paul B. Smith
Title: VP & Treasurer

STATE OF OHIO)
) ss.
COUNTY OF FRANKLIN)

On this 24th day of September 2015, before me, Veria-Dawn K. Campbell, the undersigned Notary Public, personally appeared Mary T. Short, known to me to be the person who executed the within instrument as Authorized Officer on behalf of JPMorgan Chase Bank, N.A. and acknowledged to me that the corporation executed it.

[Seal]

Veria-Dawn K. Campbell
Notary Public

My commission expires:

9/7/19



Veria-Dawn K. Campbell
Notary Public, State of Ohio
My Commission Expires 09-07-2019

STATE OF Texas)
COUNTY OF Tarrant) ss.

On this 24 day of September 2015, before me, Shawn Blair, the undersigned Notary Public, personally appeared Paul Bischler, known to me to be the person who executed the within instrument as VP + Treasurer of BNSF Railway Company and acknowledged to me that the corporation executed it.

[Seal]



[Signature]
Notary Public

My commission expires:

3/28/18

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS AND REPORTING MARKS

FOUR HUNDRED (400) 5,200 CUBIC FOOT CAPACITY COVERED HOPPER RAILCARS BEARING REPORTING MARKS AND NUMBERS BNSF 497100 THROUGH BNSF 497499 INCLUSIVE.