

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 30, 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 27, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 31016.

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 30, 2013
Page 2

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

2 Model SD75M Diesel Electric locomotives: BNSF 8208 and BNSF
8236.

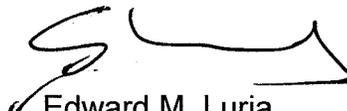
A short summary of the document to appear in the index is:

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/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of December 27, 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 27, 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. 002 dated as of December 27, 2013 and executed pursuant to, and incorporating by reference the terms and conditions of, that certain Locomotive Net Leasing Agreement No. 26672-9000 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.

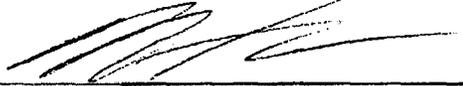
This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[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

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:
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: LEIF SMITH
Title: AVP LOCOMOTIVE UTILIZATION

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF UNITS

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

BNSF 8208
BNSF 8236

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: 12/30/13

Edward M Luria
Edward M. Luria