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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 Partial Termination and Release Agreement (BN 1995-C), 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 19500 and 19500-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:	Banc of America Leasing & Capital LLC (successor in interest to Fleet Credit Corporation) One Financial Plaza Providence RI 02903

Section Chief
January 2, 2015
Page 2

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:

218 gondola railcars: BNSF 667019 – BNSF 667258 (less the identified casualties); and
279 gondola railcars: BNSF 529101 – BNSF 529388 (less the identified casualties) (all previously marked BN) 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 Partial Termination and Release Agreement (BN 1995-C).

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 PARTIAL TERMINATION AND RELEASE AGREEMENT
(BN 1995-C)**

THIS MEMORANDUM OF PARTIAL 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*"); BANC OF AMERICA LEASING & CAPITAL, LLC (successor-in-interest to Fleet Credit Corporation), 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 1995-C), dated as of June 15, 1995 (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 1995-C), 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 Partial 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 "*Partial 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 June 29, 1995 under recordation number 19500 and (ii) deposited with the Registrar General of Canada (the "*RGC*") on June 29, 1995 under document key 2004. The Indenture was (i) recorded with the STB on June 28, 2007 under recordation number 19500-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 Partial Termination and Release.

4. This Memorandum of Partial 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 Paul W. Bischler
Name: Paul W. Bischler
Title: VP Finance & Chief Sourcing Officer

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: BANC OF AMERICA LEASING & CAPITAL, LLC (successor-in-interest to Fleet Credit 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.

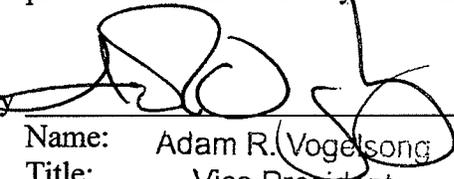
Lessee: BNSF RAILWAY COMPANY (formerly known as Burlington Northern Railroad Company)

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. Vogelsong
Title: Vice President

Owner Participant: BANC OF AMERICA LEASING & CAPITAL, LLC (successor-in-interest to Fleet Credit 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
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:

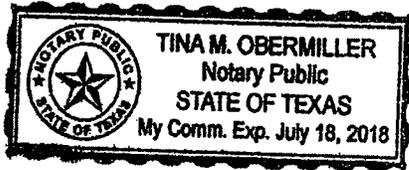
BANC OF AMERICA LEASING & CAPITAL, LLC
(successor-in-interest to Fleet Credit
Corporation)

By Jung Westover
Name: Jung Westover
Title: 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.

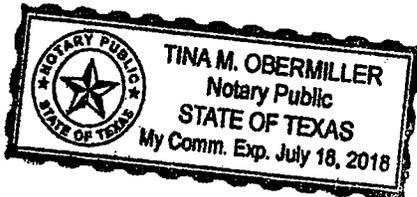


Tina M. Obermiller
Name: Tina M. Obermiller
Notary Public
My Commission Expires: 7/18/18
Residing in Ft. Worth, TX

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.

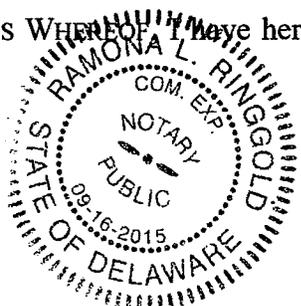


Tina M. Obermiller
Name: Tina M. Obermiller
Notary Public
My Commission Expires: 7/18/18
Residing in Ft Worth, TX

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 BANC OF AMERICA LEASING & CAPITAL, LLC, that said instrument was signed on December ___, 2014 on behalf of said limited liability company by authority of its Board of Managers or Members, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability 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

ACKNOWLEDGMENT

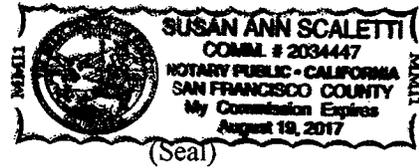
State of California)
County of San Francisco)

On December 22, 2014, before me, Susan Ann Scaletti, Notary Public, personally appeared Jung Westover, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

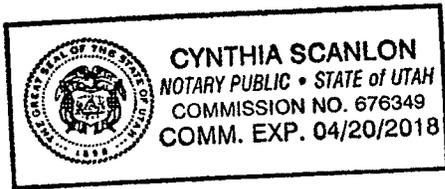
Signature Susan Ann Scaletti

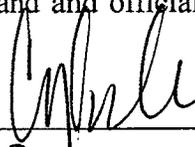


STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

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.

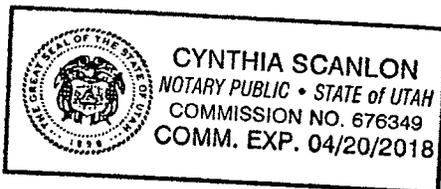


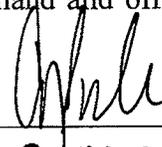

Name: Cynthia Scanlon
Notary Public
My Commission Expires: 04/20/2018
Residing in Utah

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 PARTIAL TERMINATION AND RELEASE (BN 1995-C)

Equipment Type	NUMBER OF UNITS	OLD ROAD NUMBERS	NEW ROAD NUMBERS
Aluminum Rotary Gondola Coal Cars	218	BN 535460 through BN 535699, inclusive	BNSF 667019 through BNSF 667258, inclusive
		Less the following Casualties (22): BN 535461 BN 535466 BN 535472 BN 535505 BN 535511 BN 535514 BN 535526 BN 535538 BN 535551 BN 535554 BN 535556 BN 535557 BN 535564 BN 535573 BN 535595 BN 535599 BN 535602 BN 535609 BN 535612 BN 535614 BN 535677 BN 535683	Less the following Casualties (22): BNSF 667020 BNSF 667025 BNSF 667031 BNSF 667064 BNSF 667070 BNSF 667073 BNSF 667085 BNSF 667097 BNSF 667110 BNSF 667113 BNSF 667115 BNSF 667116 BNSF 667123 BNSF 667132 BNSF 667154 BNSF 667158 BNSF 667161 BNSF 667168 BNSF 667171 BNSF 667173 BNSF 667236 BNSF 667242
Coil Gondola Cars	279	BN 686245 through BN 686532, inclusive	BNSF 529101 through BNSF 529388, inclusive
		Less the following Casualties (9): BN 686288 BN 686318 BN 686322 BN 686394 BN 686434 BN 686445	Less the following Casualties (9): BNSF 529144 BNSF 529174 BNSF 529178 BNSF 529250 BNSF 529290 BNSF 529301

BN 686477
BN 686492
BN 686506

BNSF 529333
BNSF 529348
BNSF 529362

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