

June 17, 2015

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board (the "Board")  
395 E Street, S.W.  
Washington, DC 20423-0001

Re: BNSF Railway Company  
Lease Financing of Locomotives (BNSF 2015-A)

Dear Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, a copy of the Memorandum of Equipment Lease Agreement (BNSF 2015-A), dated as of June 18, 2015, between U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2015-A Statutory Trust, as lessor (the "Lessor"), and BNSF Railway Company, as lessee (the "Lessee"), a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

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

Lessee:	BNSF Railway Company 2301 Lou Menk Drive GW2 Fort Worth, Texas 76131-2828
Lessor:	U.S. Bank National Association 225 Asylum Street, 23 <sup>rd</sup> Floor Hartford, Connecticut 06103 Attention: Corporate Trust Services

The equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement consists of 82 GE ES-44C4 Locomotives (2011) bearing the reporting marks within the series BNSF 6657 through BNSF 6899, 33 EMD SC70ACe Locomotives (2012) bearing the reporting marks within the series BNSF 9050 through BNSF 9129, 88 GE ES-44C4 Locomotives (2012) bearing the reporting marks within the series BNSF 6850 through BNSF 7099, 40 EMD SC70ACe (2013) Locomotives bearing the reporting marks within the series BNSF 8752 through BNSF 9031 and 75 GE ES-44C4 Locomotives (2013) bearing the reporting marks within the series BNSF 6507 through BNSF 8004; all as specifically described in Exhibit A attached hereto.

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4176863

# Chapman and Cutler LLP

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

Memorandum of Equipment Lease Agreement (BNSF 2015-A) between U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2015-A Statutory Trust, as Lessor and BNSF Railway Company, as Lessee.

A fee of forty-three dollars (\$43.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Edward M. Luria, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
GE ES-44C4 Locomotives (2011)	A	82	BNSF 6657 BNSF 6659 BNSF 6662 BNSF 6663 BNSF 6667 BNSF 6674 BNSF 6675 BNSF 6676 BNSF 6677 BNSF 6681 BNSF 6682 BNSF 6686 BNSF 6688 BNSF 6689 BNSF 6698 BNSF 6700 BNSF 6704 BNSF 6708 BNSF 6710 BNSF 6711 BNSF 6715 BNSF 6719 BNSF 6723 BNSF 6731 BNSF 6732 BNSF 6735 BNSF 6739 BNSF 6741 BNSF 6749 BNSF 6750 BNSF 6751 BNSF 6757 BNSF 6758 BNSF 6761 BNSF 6765 BNSF 6770 BNSF 6771 BNSF 6774 BNSF 6780

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
			BNSF 6782
			BNSF 6783
			BNSF 6785
			BNSF 6786
			BNSF 6788
			BNSF 6789
			BNSF 6790
			BNSF 6791
			BNSF 6792
			BNSF 6795
			BNSF 6797
			BNSF 6805
			BNSF 6808
			BNSF 6809
			BNSF 6811
			BNSF 6813
			BNSF 6817
			BNSF 6820
			BNSF 6825
			BNSF 6829
			BNSF 6831
			BNSF 6832
			BNSF 6835
			BNSF 6836
			BNSF 6839
			BNSF 6841
			BNSF 6878
			BNSF 6879
			BNSF 6882
			BNSF 6885
			BNSF 6889
			BNSF 6892
			BNSF 6893
			BNSF 6899
			BNSF 6658
			BNSF 6668
			BNSF 6671
			BNSF 6673
			BNSF 6678
			BNSF 6680
			BNSF 6684
			BNSF 6694
			BNSF 6697

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
EMD SD70ACe Locomotives (2012)	B	33	BNSF 9050
			BNSF 9051
			BNSF 9053
			BNSF 9055
			BNSF 9056
			BNSF 9058
			BNSF 9064
			BNSF 9065
			BNSF 9066
			BNSF 9069
			BNSF 9071
			BNSF 9074
			BNSF 9075
			BNSF 9076
			BNSF 9077
			BNSF 9082
			BNSF 9083
			BNSF 9085
			BNSF 9086
			BNSF 9088
			BNSF 9089
			BNSF 9090
			BNSF 9091
			BNSF 9092
			BNSF 9093
			BNSF 9094
			BNSF 9097
			BNSF 9119
			BNSF 9120
			BNSF 9125
			BNSF 9127
			BNSF 9128
			BNSF 9129
GE ES-44C4 Locomotives (2012)	C	88	BNSF 6850
			BNSF 6852
			BNSF 6853
			BNSF 6855
			BNSF 6856
			BNSF 6858
			BNSF 6860
BNSF 6861			

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
			BNSF 6863
			BNSF 6864
			BNSF 6869
			BNSF 6902
			BNSF 6908
			BNSF 6909
			BNSF 6910
			BNSF 6913
			BNSF 6915
			BNSF 6917
			BNSF 6919
			BNSF 6920
			BNSF 6921
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			BNSF 6927
			BNSF 6928
			BNSF 6931
			BNSF 6932
			BNSF 6935
			BNSF 6940
			BNSF 6941
			BNSF 6944
			BNSF 6946
			BNSF 6947
			BNSF 6951
			BNSF 6953
			BNSF 6954
			BNSF 6955
			BNSF 6959
			BNSF 6961
			BNSF 6962
			BNSF 6965
			BNSF 6966
			BNSF 6968
			BNSF 6969
			BNSF 6972
			BNSF 6974
			BNSF 6975
			BNSF 6976
			BNSF 6977
			BNSF 6983
			BNSF 6984

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
			BNSF 6987
			BNSF 6991
			BNSF 6992
			BNSF 6994
			BNSF 6995
			BNSF 6997
			BNSF 6998
			BNSF 7003
			BNSF 7005
			BNSF 7006
			BNSF 7008
			BNSF 7009
			BNSF 7014
			BNSF 7015
			BNSF 7019
			BNSF 7020
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			BNSF 7028
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			BNSF 7044
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			BNSF 7054
			BNSF 7059
			BNSF 7072
			BNSF 7074
			BNSF 7076
			BNSF 7078
			BNSF 7081
			BNSF 7088
			BNSF 7095
			BNSF 7099
EMD SD70ACe Locomotives (2013)	D	40	BNSF 8752
			BNSF 8755
			BNSF 8756
			BNSF 8758
			BNSF 8760

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
			BNSF 8763
			BNSF 8765
			BNSF 8767
			BNSF 8769
			BNSF 8770
			BNSF 8773
			BNSF 8775
			BNSF 8777
			BNSF 8778
			BNSF 8780
			BNSF 8781
			BNSF 8784
			BNSF 8786
			BNSF 8787
			BNSF 8788
			BNSF 8789
			BNSF 8790
			BNSF 8791
			BNSF 8793
			BNSF 8798
			BNSF 8799
			BNSF 9002
			BNSF 9003
			BNSF 9004
			BNSF 9007
			BNSF 9008
			BNSF 9009
			BNSF 9012
			BNSF 9017
			BNSF 9020
			BNSF 9024
			BNSF 9025
			BNSF 9027
			BNSF 9030
			BNSF 9031
GE ES-44C4 Locomotives (2013)	E	75	BNSF 6512 BNSF 6516 BNSF 6520 BNSF 6521 BNSF 6522 BNSF 6523 BNSF 6530

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
			BNSF 6533
			BNSF 6534
			BNSF 6535
			BNSF 6538
			BNSF 6540
			BNSF 6542
			BNSF 6543
			BNSF 6545
			BNSF 6546
			BNSF 6548
			BNSF 6551
			BNSF 6557
			BNSF 6558
			BNSF 6559
			BNSF 6561
			BNSF 6563
			BNSF 6565
			BNSF 6578
			BNSF 6579
			BNSF 6581
			BNSF 6584
			BNSF 6586
			BNSF 6587
			BNSF 6588
			BNSF 6595
			BNSF 6597
			BNSF 7100
			BNSF 7104
			BNSF 7106
			BNSF 7108
			BNSF 7109
			BNSF 7110
			BNSF 7111
			BNSF 7117
			BNSF 7118
			BNSF 7122
			BNSF 7129
			BNSF 7136
			BNSF 7137
			BNSF 7140
			BNSF 7142
			BNSF 7144
			BNSF 7147

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
			BNSF 7157
			BNSF 7158
			BNSF 7160
			BNSF 7162
			BNSF 7163
			BNSF 7167
			BNSF 7168
			BNSF 7169
			BNSF 7173
			BNSF 7174
			BNSF 7175
			BNSF 7177
			BNSF 7178
			BNSF 7179
			BNSF 7181
			BNSF 7182
			BNSF 7197
			BNSF 8004
			BNSF 6507
			BNSF 6508
			BNSF 6509
			BNSF 6514
			BNSF 6515
			BNSF 6544
			BNSF 6553

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT  
(BNSF 2015-A)**

Memorandum of Equipment Lease Agreement, made and entered into as of June 18, 2015, by and between U.S. Bank National Association, as Owner Trustee, a national banking association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2015-A Statutory Trust, as Lessor ("*Lessor*"), and BNSF Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2015-A), dated as of June 1, 2015 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity except as otherwise expressly provided but solely as Owner Trustee

By Crystal Maston  
Name: Crystal Maston  
Title: Vice President

Executed on this 15<sup>th</sup> day of June, 2015.

BNSF RAILWAY COMPANY

By: \_\_\_\_\_  
Name: Paul W. Bischler  
Title: Vice President-Finance and Treasurer

Executed on this \_\_\_\_ day of June, 2015.

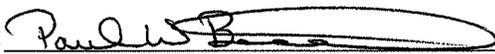
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity except as otherwise expressly provided but solely as Owner Trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this \_\_\_\_ day of June, 2015.

BNSF RAILWAY COMPANY

By:  \_\_\_\_\_  
Name: Paul W. Bischler  
Title: Vice President-Finance and Treasurer

Executed on this 9<sup>th</sup> day of June, 2015.

STATE OF CONNECTICUT )  
 )  
 ) SS:  
COUNTY OF HARTFORD )

On this, the 15<sup>th</sup> day of June, 2015, before me, a Notary Public in and for said County and State, personally appeared Crystal Maston, who being by me duly sworn, says that (s)he is a Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on June 15, 2015 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally  
Name:  
Notary Public  
My Commission Expires:  
Residing in Vernon, CT

(SEAL)

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

SUSAN P. McNALLY  
Notary Public, State of Connecticut  
My Commission Expires March 31, 2020

On this \_\_\_ day of June, 2015, before me personally appeared Paul W. Bischler to me personally known, who being by me duly sworn, says that he is the Vice President-Finance and Treasurer of BNSF RAILWAY COMPANY, that said instrument was signed on June \_\_\_, 2015, on behalf of said corporation by authority of its Board of Directors, and 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.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in

(SEAL)

STATE OF CONNECTICUT    )  
                                          )  
                                          )       SS:  
COUNTY OF HARTFORD    )

On this, the \_\_\_\_ day of June, 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 a \_\_\_\_\_ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on June \_\_\_\_, 2015 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

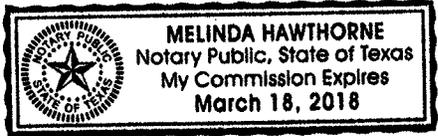
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in

(SEAL)

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

On this 9th day of June, 2015, before me personally appeared Paul W. Bischler to me personally known, who being by me duly sworn, says that he is the Vice President-Finance and Treasurer of BNSF RAILWAY COMPANY, that said instrument was signed on June 9th, 2015, on behalf of said corporation by authority of its Board of Directors, and 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.



Melinda Hawthorne  
Name:  
Notary Public  
My Commission Expires:  
Residing in

(SEAL)

**EXHIBIT A**

**UNITS**

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
GE ES-44C4 Locomotives (2011)	A	82	BNSF 6657 BNSF 6659 BNSF 6662 BNSF 6663 BNSF 6667 BNSF 6674 BNSF 6675 BNSF 6676 BNSF 6677 BNSF 6681 BNSF 6682 BNSF 6686 BNSF 6688 BNSF 6689 BNSF 6698 BNSF 6700 BNSF 6704 BNSF 6708 BNSF 6710 BNSF 6711 BNSF 6715 BNSF 6719 BNSF 6723 BNSF 6731 BNSF 6732 BNSF 6735 BNSF 6739 BNSF 6741 BNSF 6749 BNSF 6750 BNSF 6751 BNSF 6757 BNSF 6758 BNSF 6761 BNSF 6765 BNSF 6770 BNSF 6771 BNSF 6774 BNSF 6780

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
			BNSF 6782
			BNSF 6783
			BNSF 6785
			BNSF 6786
			BNSF 6788
			BNSF 6789
			BNSF 6790
			BNSF 6791
			BNSF 6792
			BNSF 6795
			BNSF 6797
			BNSF 6805
			BNSF 6808
			BNSF 6809
			BNSF 6811
			BNSF 6813
			BNSF 6817
			BNSF 6820
			BNSF 6825
			BNSF 6829
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			BNSF 6832
			BNSF 6835
			BNSF 6836
			BNSF 6839
			BNSF 6841
			BNSF 6878
			BNSF 6879
			BNSF 6882
			BNSF 6885
			BNSF 6889
			BNSF 6892
			BNSF 6893
			BNSF 6899
			BNSF 6658
			BNSF 6668
			BNSF 6671
			BNSF 6673
			BNSF 6678
			BNSF 6680
			BNSF 6684
			BNSF 6694
			BNSF 6697

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
EMD SD70ACe Locomotives (2012)	B	33	BNSF 9050
			BNSF 9051
			BNSF 9053
			BNSF 9055
			BNSF 9056
			BNSF 9058
			BNSF 9064
			BNSF 9065
			BNSF 9066
			BNSF 9069
			BNSF 9071
			BNSF 9074
			BNSF 9075
			BNSF 9076
			BNSF 9077
			BNSF 9082
			BNSF 9083
			BNSF 9085
			BNSF 9086
			BNSF 9088
			BNSF 9089
			BNSF 9090
			BNSF 9091
			BNSF 9092
			BNSF 9093
			BNSF 9094
			BNSF 9097
			BNSF 9119
			BNSF 9120
			BNSF 9125
			BNSF 9127
			BNSF 9128
			BNSF 9129
GE ES-44C4 Locomotives (2012)	C	88	BNSF 6850
			BNSF 6852
			BNSF 6853
			BNSF 6855
			BNSF 6856
			BNSF 6858
			BNSF 6860
BNSF 6861			

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
			BNSF 6863
			BNSF 6864
			BNSF 6869
			BNSF 6902
			BNSF 6908
			BNSF 6909
			BNSF 6910
			BNSF 6913
			BNSF 6915
			BNSF 6917
			BNSF 6919
			BNSF 6920
			BNSF 6921
			BNSF 6925
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			BNSF 6927
			BNSF 6928
			BNSF 6931
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			BNSF 6969
			BNSF 6972
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			BNSF 6975
			BNSF 6976
			BNSF 6977
			BNSF 6983
			BNSF 6984

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
			BNSF 6987
			BNSF 6991
			BNSF 6992
			BNSF 6994
			BNSF 6995
			BNSF 6997
			BNSF 6998
			BNSF 7003
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			BNSF 7074
			BNSF 7076
			BNSF 7078
			BNSF 7081
			BNSF 7088
			BNSF 7095
			BNSF 7099
EMD SD70ACe Locomotives (2013)	D	40	BNSF 8752
			BNSF 8755
			BNSF 8756
			BNSF 8758
			BNSF 8760

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
			BNSF 8763
			BNSF 8765
			BNSF 8767
			BNSF 8769
			BNSF 8770
			BNSF 8773
			BNSF 8775
			BNSF 8777
			BNSF 8778
			BNSF 8780
			BNSF 8781
			BNSF 8784
			BNSF 8786
			BNSF 8787
			BNSF 8788
			BNSF 8789
			BNSF 8790
			BNSF 8791
			BNSF 8793
			BNSF 8798
			BNSF 8799
			BNSF 9002
			BNSF 9003
			BNSF 9004
			BNSF 9007
			BNSF 9008
			BNSF 9009
			BNSF 9012
			BNSF 9017
			BNSF 9020
			BNSF 9024
			BNSF 9025
			BNSF 9027
			BNSF 9030
			BNSF 9031
GE ES-44C4 Locomotives (2013)	E	75	BNSF 6512
			BNSF 6516
			BNSF 6520
			BNSF 6521
			BNSF 6522
			BNSF 6523
			BNSF 6530

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
			BNSF 6533
			BNSF 6534
			BNSF 6535
			BNSF 6538
			BNSF 6540
			BNSF 6542
			BNSF 6543
			BNSF 6545
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			BNSF 7122
			BNSF 7129
			BNSF 7136
			BNSF 7137
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			BNSF 7144
			BNSF 7147

EQUIPMENT	EQUIPMENT TYPE	QUANTITY	REPORTING MARKS
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			BNSF 7158
			BNSF 7160
			BNSF 7162
			BNSF 7163
			BNSF 7167
			BNSF 7168
			BNSF 7169
			BNSF 7173
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			BNSF 7181
			BNSF 7182
			BNSF 7197
			BNSF 8004
			BNSF 6507
			BNSF 6508
			BNSF 6509
			BNSF 6514
			BNSF 6515
			BNSF 6544
			BNSF 6553

**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: June 17, 2015

*Edward M. Luria*

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Edward M. Luria