

LAW OFFICES OF
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January 21, 2014

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 secondary document, dated as of January 17, 2014. The primary document to which this is connected is recorded under Recordation No. 31016. We request that the copy of this document be recorded under Recordation No. 31016-C.

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

Lessor:

Banc of America Leasing & Capital, LLC
107 Doubletree Drive
Venetia, Pennsylvania 15367

Lessee:

BNSF Railway Company
2650 Lou Menk Drive
Fort, Worth, TX 76131

A description of the equipment covered by the Memorandum of Lease Agreement consists of 22 SD75M locomotives numbered BNSF 8202, 8205, 8210, 8212, 8213, 8215, 8219, 8220, 8221, 8222, 8225, 8228, 8230, 8231, 8232, 8235, 8239, 8242, 8243, 8247, 8248, and 8250.

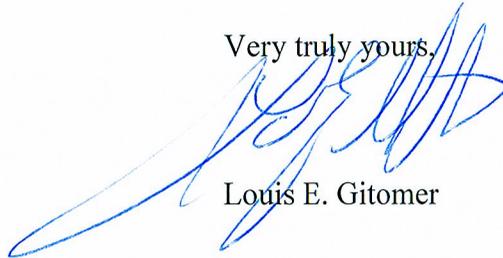
A fee of \$44.00 is enclosed. Please return a copy by email to:

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

Ms. Cynthia T. Brown
January 21, 2014
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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 January 17, 2014 between Banc of America Leasing & Capital, LLC, 7 Doubletree Drive, Venetia, Pennsylvania 15367, and BNSF Railway Company, 2650 Lou Menk Drive, Fort, Worth, TX 76131, consisting of 22 SD75M locomotives numbered BNSF 8202, 8205, 8210, 8212, 8213, 8215, 8219, 8220, 8221, 8222, 8225, 8228, 8230, 8231, 8232, 8235, 8239, 8242, 8243, 8247, 8248, and 8250.

Very truly yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of January 17, 2014

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 January __, 2014 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of January 17, 2014, 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").

This Memorandum of Lease is executed pursuant to that certain Locomotive Net Leasing Agreement No. 26672-90000 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: *H. Balducci*

Name: *H. Balducci*

Title: *Supt. loco Planning*

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF UNITS

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

BNSF 8202
BNSF 8205
BNSF 8210
BNSF 8212
BNSF 8213
BNSF 8215
BNSF 8219
BNSF 8220
BNSF 8221
BNSF 8222
BNSF 8225
BNSF 8228
BNSF 8230
BNSF 8231
BNSF 8232
BNSF 8235
BNSF 8239
BNSF 8242
BNSF 8243
BNSF 8247
BNSF 8248
BNSF 8250