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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

January 15, 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 EBO Purchase and Partial Release Agreement, dated as of January 15, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease previously filed with the Board under Recordation Number 23111 and the Indenture previously filed with the Board under Recordation Number 23111-A.

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
Buyer:	BN Leasing Corporation 2500 Lou Menk Drive Fort Worth, Texas 76131-2828
Owner Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001

Chief, Section of Administration
January 15, 2015
Page 2

Indenture Trustee: U.S. Bank National Association
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Pass Through
Trustee: U.S. Bank National Association
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Owner Participant: Genstar Instant Space Inc.
800 Long Ridge Rd.
Stamford, Connecticut 06902

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

380 Bi Level Autoracks: BNSF 24495 - BNSF 24874.

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

Memorandum of EBO Purchase and Partial Release Agreement.

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,



Edward M. Luria

EML/bhs
Enclosures

**MEMORANDUM OF EBO PURCHASE AND PARTIAL RELEASE AGREEMENT
(BNSF 2000-K)**

THIS MEMORANDUM OF EBO PURCHASE AND PARTIAL RELEASE AGREEMENT is made and entered into as of January 15, 2015 by and among BNSF RAILWAY COMPANY, a Delaware corporation (formerly known as The Burlington Northern and Santa Fe Railway Company) (the “*Lessee*”); BN LEASING CORPORATION, a Delaware corporation (the “*Buyer*”); GENSTAR INSTANT SPACE INC., a Delaware corporation (the “*Owner Participant*”); WILMINGTON TRUST COMPANY, a Delaware trust company, not in its individual capacity except as expressly provided herein, but solely as trustee under the Trust Agreement (the “*Owner Trustee*” or “*Lessor*”); U.S. BANK NATIONAL ASSOCIATION (successor-in-interest to State Street Bank and Trust Company), 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 U.S. BANK NATIONAL ASSOCIATION (successor-in-interest to State Street Bank and Trust Company), 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 (BNSF 2000-K), dated as of September 1, 2000 (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 (BNSF 2000-K), dated as of September 1, 2000 (as amended, supplemented and modified to date, the “*Indenture*”) by and between the Owner Trustee and the Indenture Trustee, and (iii) the EBO Purchase and Partial Release Agreement dated as of January 15, 2015 by and among the Lessee, the Buyer, the Lessor, the Owner Participant, the Indenture Trustee and the Pass Through Trustee (the “*Partial Release*”). Pursuant to the Lease, the Lessor has leased to the Lessee, and the Lessee has leased from the Lessor, the Equipment. 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 September 26, 2000 under recordation number 23111 and (ii) deposited with the Registrar General of Canada (the “*RGC*”) on September 26, 2000. The Indenture was (i) recorded with the STB on September 26, 2000 under recordation number 23111-A and (ii) deposited with the RGC on September 26, 2000.

3. The undersigned parties do hereby give notice of the release of the Lease, Indenture and the other Operative Agreements solely with respect to the Equipment described on Schedule A hereto effective as of the date hereof as described in the Partial Release.

4. This Memorandum of EBO Purchase and Partial 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, including without limitation, those rights, obligations, liabilities, duties or claims and demands with respect to the Type A Equipment, the Type B Equipment, the Type C Equipment and the Type D Equipment.

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
The Burlington Northern and Santa Fe
Railway Company)

By Paul W. Bischler
Name: Paul W. Bischler
Title: Vice President-Finance and 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: GENSTAR INSTANT SPACE INC.

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.

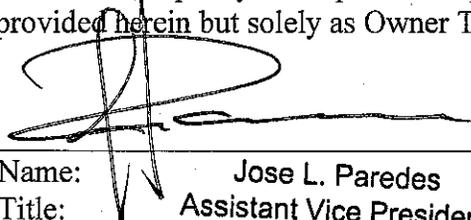
Lessee: BNSF RAILWAY COMPANY (formerly known as
The Burlington Northern and Santa Fe
Railway Company)

By _____
Name: Paul W. Bischler
Title: Vice President-Finance and 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: Jose L. Paredes
Title: Assistant Vice President

Owner Participant: GENSTAR INSTANT SPACE INC.

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
The Burlington Northern and Santa Fe
Railway Company)

By _____
Name: Paul W. Bischler
Title: Vice President-Finance and Chief
Sourcing Officer

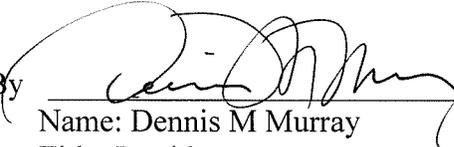
Buyer: BN LEASING CORPORATION

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

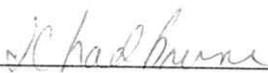
By _____
Name:
Title:

Owner Participant: GENSTAR INSTANT SPACE INC.

By  _____
Name: Dennis M Murray
Title: President

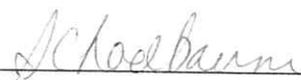
Indenture Trustee:

U.S. BANK NATIONAL ASSOCIATION
(successor-in-interest to State Street Bank
and Trust Company), not in its individual
capacity, except as expressly provided
herein, but only as Indenture Trustee

By 
Name: Susan C. Chadbourne
Title: Vice President

Pass Through Trustee:

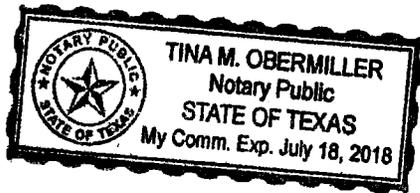
U.S. BANK NATIONAL ASSOCIATION
(successor-in-interest to State Street Bank
and Trust Company), not in its individual
capacity, except as expressly provided
herein, but only as Pass Through Trustee

By 
Name: Susan C. Chadbourne
Title: Vice President

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

On this, the 9th day of January, 2015, 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 he is the Vice President-Finance and Chief Sourcing Officer of BNSF RAILWAY COMPANY, that said instrument was signed on January 9, 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.

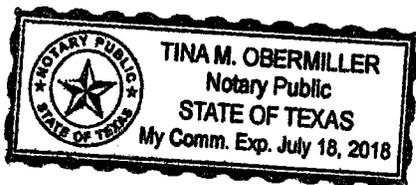


Tina M. Obermiller
Name: Tina M. Obermiller
Notary Public
My Commission Expires: 7/18/18
Residing in Fort Worth, TX

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

On this, the 9th day of January, 2015, 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 she is the Assistant Treasurer of BN LEASING CORPORATION, that said instrument was signed on January 9, 2015 on behalf of said corporation by authority of its Board of Directors, and she 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.

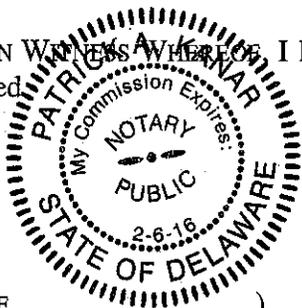


Tina M. Obermiller
Name: Tina M. Obermiller
Notary Public
My Commission Expires: 7/18/18
Residing in Fort Worth, TX

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the 14 day of January, 2015, before me, a Notary Public in and for said County and State, personally appeared Jose L. Paredes, who being by me duly sworn, says that (s)he is the Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on January 14, 2015 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.



Patrick A. Kanar

Name: PATRICK A. KANAR
Notary Public
My Commission Expires: Notary Public
Residing in STATE OF DELAWARE
My Commission Expires 2-6-2016

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ___ day of January, 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 the _____ of GENSTAR INSTANT SPACE INC., that said instrument was signed on January ___, 2015 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.

Name:
Notary Public
My Commission Expires:
Residing in

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the ___ day of January, 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 the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on January ___, 2015 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.

Name:
Notary Public
My Commission Expires:
Residing in

STATE OF Connecticut)
) SS.:
COUNTY OF Fairfield)

On this, the 13 day of January, 2015, before me, a Notary Public in and for said County and State, personally appeared Dennis Murray, who being by me duly sworn, says that (s)he is the Resident of GENSTAR INSTANT SPACE INC., that said instrument was signed on January ___, 2015 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.

Lucy Rodriguez
Name:
Notary Public
My Commission Expires
Residing in
LUCY RODRIGUEZ
NOTARY PUBLIC
MY COMMISSION EXPIRES 4-30-2017

SCHEDULE A
TO
MEMORANDUM OF EBO PURCHASE AND PARTIAL RELEASE (BNSF 2000-K)

EQUIPMENT TYPE	NUMBER OF UNITS	ROAD NUMBERS
Bi-Level Autoracks	380	BNSF 24495 through BNSF 24874, inclusive

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: January 15, 2015

Edward M Luria

Edward M. Luria