



Ethel Allen Steele
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February 20, 2007

RECORDATION NO. 10361-5 FILED

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

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SURFACE TRANSPORTATION BOARD

Re: BNSF Railway Company Lease Financing of Railroad Rolling Stock

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Amendment and Extension, dated as of December 29, 2006, between Lin Associates, as lessor (the "Lessor"), and BNSF Railway Company, as lessee (the "Lessee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement dated as of February 1, 1979 between the Lessee and the Lessor which was recorded (or a memorandum of which was recorded) with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on May 10, 1979 at 1:40 P.M. under recordation number 10361-B.

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

Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

Lessor: Lin Associates
c/o General Electric Capital Corporation
201 High Ridge Road
Stamford, CT 06927

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Amendment and Extension consists of fifty-nine (59) General Motors Corporation (Electro-Motive Division) Model SD40-2 diesel electric locomotives bearing the reporting marks within the series BNSF 7922; BNSF 8030 through BNSF 8042, inclusive; BNSF 8044 through BNSF 8073, inclusive; and BNSF 8075 through BNSF 8089, all as specifically described in Exhibit A attached hereto.

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

Memorandum of First Amendment and Extension to Amended and Restated Lease of Railroad Equipment.

A fee of thirty-four dollars (\$34.00) 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:

Robert Alvord
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (817) 352-2382.

Sincerely,

By 
Ethel Allen Steele

Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
SD40-2 Locomotives	59	BNSF 7922 BNSF 8030 to BNSF 8042, inclusive BNSF 8044 to BNSF 8073, inclusive BNSF 8075 to BNSF 8089, inclusive

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MEMORANDUM OF LEASE AMENDMENT AND EXTENSION

SURFACE TRANSPORTATION BOARD

29. Memorandum of Lease Amendment and Extension made and entered into on December 29, 2006 by and between LIN Associates ("*Lessor*"), and BNSF Railway Company (formerly known as the Burlington Northern and Santa Fe Railway Company), a Delaware corporation ("*Lessee*").

WITNESSETH:

1. The undersigned (through their respective predecessors in interest) entered into that certain Lease of Railroad Equipment No. 2, dated as of February 1, 1979 (the "*Original Lease*"), whereby the Lessor agreed to lease to the Lessee and the Lessee agreed to lease from the Lessor certain railroad equipment.
2. The Original Lease (or memorandum thereof) was recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on May 10, 1979 at 1:40 p.m. pursuant to a predecessor statute to Section 11301 of Title 49 of the United States Code and assigned recordation number 10361-B.
3. The Original Lease was amended and extended by: (1) that certain Amendment and Extension to Lease of Railroad Equipment, dated as of January 1, 1996; and (2) that certain Second Amendment and Extension to Lease of Railroad Equipment, dated as of December 15, 1997 (collectively, the "*Prior Lease*").
4. The Prior Lease (or memorandum thereof) was recorded with the Surface Transportation Board on December 29, 1997 at 2:45 p.m. pursuant to Section 11301 of Title 49 of the United States Code and assigned recordation number 10361-F.
5. The Prior Lease was amended and restated by that certain Amended and Restated Lease of Railroad Equipment dated as of December 28, 2000, providing for an effective date of January 2, 2001 (the "*Lease*").
6. The Lease (or memorandum thereof) was recorded with the Surface Transportation Board on May 1, 2001 at 4:51 p.m. pursuant to Section 11301 of Title 49 of the United States Code and assigned recordation number 10361-H.
7. The undersigned have entered into that certain First Amendment and Extension to Amended and Restated Lease of Railroad Equipment, effective January 2, 2006 (the "*Amendment*"), whereby, among other things, the term of said Lease has been extended. In connection therewith, except as provided in the Amendment, all the terms of the Lease shall remain in full force and effect.
8. The railroad equipment covered by the Lease are fifty-nine (59) General Motors Corporation (Electro-Motive Division) Model SD40-2 diesel electric locomotives bearing

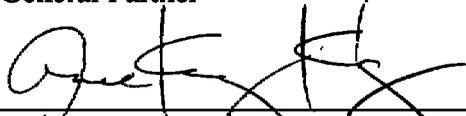
identification numbers: BNSF 7922; BNSF 8030 to BNSF 8042, inclusive; BNSF 8044 to BNSF 8073, inclusive; and BNSF 8075 to BNSF 8089, inclusive.

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.

L.L.N.

LN ASSOCIATES

By General Electric Capital Corporation, its
General Partner

By 

Name: **Anne Kennelly Kratky**
Title: **Vice President**

Executed on this 11 day of January, 2007

BNSF RAILWAY COMPANY

By 

Name: *M. David Dealy*
Title: *Vice President Transportation*

Executed on this 20 day of Feb, 2007

STATE OF CONNECTICUT)
)
) SS.:
COUNTY OF FAIRFIELD)

On this, the 11 day of January, 2007, before me, a Notary Public in and for said County and State, personally appeared Anne Kennedy Kelly who being by me duly sworn, says that (s)he is the Vice President of GENERAL ELECTRIC CAPITAL CORPORATION, the general partner of LIN ASSOCIATES, that said instrument was signed on December 11, 2007 by said corporation, on behalf of said partnership and (s)he acknowledged that the execution of the foregoing instrument by such general partner was the free act and deed of said partnership.

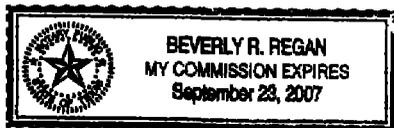
IN WITNESS WHEREOF. I have hereunto set my hand and official seal on the date above mentioned.

Mary Anne Hurtanen
Name: **MARY ANNE HURTANEN**
Notary Public **NOTARY PUBLIC**
My Commission Expires: **MY COMMISSION EXPIRES MAR. 31, 2010**
Residing in Fairfield, CT

STATE OF Texas)
)
) SS.:
COUNTY OF Tarrant)

On this, the 20th day of FEBRUARY, 2007, before me, a Notary Public in and for said County and State, personally appeared Michael Kelly, who being by me duly sworn, says that he is the VP. Transportation of BNSF RAILWAY COMPANY, that said instrument was signed on December 10, 2006 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.



Beverly R. Regan
Name:
Notary Public
My Commission Expires: 09/23/07
Residing in Seagraves TX