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June 28, 2007

REGISTRATION NO. 18998-K FILED

JUN 28 '07 -9 00 AM

**SURFACE TRANSPORTATION BOARD**

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

Re: Refinancing of 1994 BNSF Railway Company  
Leveraged Lease Financing of Equipment (BN 1994-E)

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 Assignment (BN 1994-E), dated as of July 2, 2007, among Wells Fargo Bank Northwest, National Association, as indenture trustee (the "Indenture Trustee" or the "Assignee"), and Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "Owner Trustee" or the "Assignor"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1994-E), dated as of September 15, 1994, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "Lessee") and Wilmington Trust Company, as Owner Trustee, as Lessor, which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 28, 1994 at 11:30 A.M. under recordation number 18998.

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

Owner Trustee  
and Assignor:

Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration (BN 1994-E)

Law Offices of  
CHAPMAN AND CUTLER LLP

Indenture Trustee  
and Assignee:

Wells Fargo Bank Northwest, National Association  
299 South Main Street, 12th Floor  
MAC: U1228-120  
Salt Lake City, Utah 84111  
Attention: Corporate Trust Department (BN 1994-E)

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of 8 SD70M-AC Locomotives bearing the road numbers and the BNSF or BN reporting marks, all as specifically described in Exhibit A attached hereto.

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

Memorandum of Lease Assignment (BN 1994-E).

A fee of thirty-five dollars (\$35.00) 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 (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

Enclosures

**EXHIBIT A**

**UNITS**

**Equipment Description:**

**Number of Units:** eight (8)  
**Model:** SD70MAC Locomotives

**Old Reporting Mark  
and Road Numbers**

**New Reporting Mark  
and Road Numbers**

BN 9440  
through  
BN 9447

BNSF 9440  
through  
BNSF 9447

1994-E

**MEMORANDUM OF LEASE ASSIGNMENT  
(BN 1994-E)**

Memorandum of Lease Assignment, made and entered into as of July 2, 2007, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") under the Amended and Restated Trust Agreement (BN 1994-E) dated as of July 2, 2007 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

1. The Owner Trustee and BNSF Railway Company ("*Lessee*") have entered into an Equipment Lease Agreement (BN 1994-E), dated as of September 15, 1994 (as amended, supplemented or modified, the "*Lease*"), covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.
2. The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 28, 1994 at 11:30 A.M. under recordation number 18998 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).
3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1994-E), dated as of July 2, 2007, pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease and the rents and other proceeds therefrom (with certain exceptions) to Wells Fargo Bank Northwest, National Association, as Indenture Trustee.
4. A memorandum of said Trust Indenture and Security Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

RECORDATION NO. 18998-K FILED

JUN 28 '07 -9 00 AM

SURFACE TRANSPORTATION BOARD

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

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By   
Name: Michele C. Harris  
Title: Financial Services Officer

Executed on this 20<sup>th</sup> day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

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

Executed on this \_\_\_\_ day of June, 2007.

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

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

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

Executed on this \_\_\_\_ day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By  \_\_\_\_\_  
Name: BRANDON MILLS  
Title: VICE PRESIDENT

Executed on this 20<sup>th</sup> day of June, 2007.

STATE OF DELAWARE )  
COUNTY OF WILMINGTON )  
NEWCASTLE )

SS.:

On this, the 29 day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared Michele C. Harra, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20 2007 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 AMANDA E. GAMBLE  
My Commission Expires May 15, 2011  
Residing in \_\_\_\_\_

STATE OF UTAH )  
COUNTY OF SALT LAKE )

SS.:

On this, the \_\_\_ day of June, 2007, 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 WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June \_\_\_, 2007 on behalf of said 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 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 \_\_\_\_\_

**EXHIBIT A**

**UNITS**

Equipment Description:

Number of Units: eight (8)  
Model: SD70MAC Locomotives

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1994-E