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Salt Lake City, UT 84111  
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June 28, 2007

RECORDATION NO. 19098-J 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-G)

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 Trust Indenture Supplement No. 1 (BN 1994-G), dated as of July 2, 2007, between the Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "Owner Trustee") and Wells Fargo Bank Northwest, National Association, as Indenture Trustee (the "Indenture Trustee"), 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-G), dated as of December 20, 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 December 19, 1994 at 12:15 P.M. under recordation number 19098.

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

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

2212891.01.11.B.doc  
1619253

Law Offices of  
CHAPMAN AND CUTLER LLP

Indenture Trustee: 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-G)

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 20 SD70M-AC Locomotives and 144 100 Ton Box Cars 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 Trust Indenture Supplement No. 1 (BN 1994-G).

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, 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 Description:  
Number of Units: twenty (20)  
Model: SD70MAC Locomotives

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	9488	BNSF	9488
through		through	
BN	9499	BNSF	9499
BN	9504	BNSF	9504
through		through	
BN	9511	BNSF	9511

1994-6

**BN 35982 G - Box Cars (100 Ton)**

<b>BN</b>	<b>286157</b>	<b>BNSF</b>	<b>726327</b>
<b>BN</b>	<b>286158</b>	<b>BNSF</b>	<b>726328</b>
<b>BN</b>	<b>286159</b>	<b>BNSF</b>	<b>726329</b>
<b>BN</b>	<b>286160</b>	<b>BNSF</b>	<b>726330</b>
<b>BN</b>	<b>286161</b>	<b>BNSF</b>	<b>726331</b>

**BN 35982 C-K**

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	286200	BNSF	726369
BN	286201	BNSF	726370

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	286240		BNSF 726409
BN	286241		BNSF 726410

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	286279	BNSF	726447
BN	286280	BNSF	726448
BN	286281	BNSF	726449

JUN 28 '07 -9 00 AM

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BN 1994-G)**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Trust Indenture Supplement No. 1, 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-G) 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 undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1994-G), dated as of July 2, 2007 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.
2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.
3. The Owner Trustee has entered into that certain Trust Indenture Supplement No. 1 (BN 1994-G), dated July 2, 2007, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

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.

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 )  
                                  **New Castle** SS.:  
COUNTY OF ~~WILMINGTON~~ )

On this, the 20 day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared J. Christopher Murphy, 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.

Bethany J. Taylor  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF UTAH )  
                                  ) SS.: Bethany J. Taylor  
COUNTY OF SALT LAKE ) Notary Public - State of Delaware  
My Comm. Expires Oct. 20, 2007

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 \_\_\_\_\_

STATE OF DELAWARE )  
 ) SS.:  
COUNTY OF WILMINGTON )

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 WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_\_, 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.

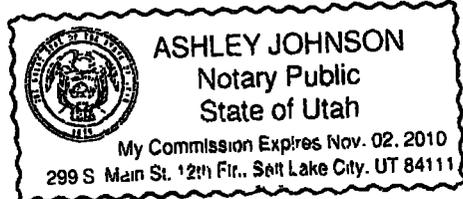
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

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

STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this, the 20<sup>th</sup> day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared BRANDON MILLS, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June 20, 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.



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

**EXHIBIT A**

**UNITS**

**Equipment Description:**

**Number of Units:**  
**Model:**

twenty (20)  
SD70MAC Locomotives

**Old Reporting Mark  
and Road Numbers**

**New Reporting Mark  
and Road Numbers**

BN 9488  
through  
BN 9499  
  
BN 9504  
through  
BN 9511

BNSF 9488  
through  
BNSF 9499  
  
BNSF 9504  
through  
BNSF 9511

1994-6

**BN 35982 G - Box Cars (100 Ton)**

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BN	286305		BNSF 726471
BN	286306		BNSF 726472

1994-6  
(end)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: \_\_\_\_\_

6/28/07



\_\_\_\_\_  
Robert W. Alvord