

CHAPMAN AND CUTLER LLP

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June 28, 2007

RECORDATION NO. 19500-H 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 1995 BNSF Railway Company
Leveraged Lease Financing of Equipment (BN 1995-C)

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 Amended and Restated Equipment Description (BN 1995-C), dated as of July 2, 2007, between Wilmington Trust Company, not in its individual capacity but solely as owner trustee, as lessor (the "Lessor"), and BNSF Railway Company (formerly known as Burlington Northern Railroad 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 Equipment Lease Agreement (BN 1995-C), dated as of June 15, 1995, 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 June 29, 1995 at 10:05 A.M. under recordation number 19500.

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: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (BN 1995-C)

Law Offices of
CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Equipment Description consists of 4 SD70M-AC Locomotives, 226 Aluminum Rotary Gondola Coal Cars and 280 Coil Gondola 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 Amended and Restated Equipment Description (BN 1995-C).

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

MDR:pka
Enclosures

EXHIBIT A

UNITS

Equipment Description:

Number of Units: four (4)
Model: SD70MAC Locomotives

1995-C

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	9547	BNSF	9547
BN	9548	BNSF	9548
BN	9549	BNSF	9549
BN	9550	BNSF	9550

Equipment Description:

Number of Units:

226

Model:

Rotary Dump Coal Cars

1995-C

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	535460	BNSF	667019
through		through	
BN	535699	BNSF	667258

Casualties

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	535461	BNSF	667020
BN	535514	BNSF	667073
BN	535538	BNSF	667097
BN	535551	BNSF	667110
BN	535554	BNSF	667113
BN	535556	BNSF	667115
BN	535557	BNSF	667116
BN	535573	BNSF	667132
BN	535595	BNSF	667154
BN	535599	BNSF	667158
BN	535602	BNSF	667161
BN	535609	BNSF	667168
BN	535614	BNSF	667173
BN	535683	BNSF	667242

Equipment Description:

Number of Units:

280

Model:

Coil Steel Gondolas

1995-C

Old Reporting Mark
and Road Numbers

New Reporting Mark
and Road Numbers

BN 686245
through
BN 686532

BNSF 529101
through
BNSF 529388

Casualties

Old Reporting Mark
and Road Numbers

New Reporting Mark
and Road Numbers

BN 686288
BN 686318
BN 686322
BN 686434
BN 686445
BN 686477
BN 686492
BN 686506

BNSF 529144
BNSF 529174
BNSF 529178
BNSF 529290
BNSF 529301
BNSF 529333
BNSF 529348
BNSF 529362

**MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT DESCRIPTION
(BN 1995-C)**

Memorandum of Amended and Restated Equipment Description (BN 1995-C) effective 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, as Lessor ("*Lessor*"), and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into an Equipment Lease Agreement (BN 1995-C), dated as of June 15, 1995 (as amended, supplemented or modified, the "*Lease*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from the Lessor certain railroad equipment.

2. The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on June 29, 1995 at 10:05 A.M. under recordation number 19500 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 now desire to amend and restate the description of all railroad equipment currently subject to the Lease (the "*Equipment*"), the reporting marks and the road numbers of said Equipment. In connection therewith, attached hereto as Exhibit A is a true, correct and complete description of the Equipment and the reporting marks and road numbers of such Equipment as of the date hereof. Said Exhibit A shall amend and restate, effective as of the date first set forth hereinabove, all prior schedules, exhibits or other documents containing a description of the units of railroad equipment subject to the Lease and the reporting marks and the road numbers of said equipment.

RECORDATION NO. 19500-H FILED

JUN 28 '07 -9 00 AM

SURFACE TRANSPORTATION BOARD

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 _____ *jc*
Name: J. Christopher Murphy
Title: Financial Services Officer

Executed on this ____ day of June, 2007.

BNSF RAILWAY COMPANY

By _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this ____ day of June, 2007.

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.

BNSF RAILWAY COMPANY

By  _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this ____ 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 Miller, 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 banking 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 banking 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 _____

(SEAL)

Bethany J. Taylor
Notary Public - State of Delaware
My Comm. Expires Oct. 20, 2007

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this, the ____ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on June ____, 2007, 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.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

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 banking 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 banking corporation.

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

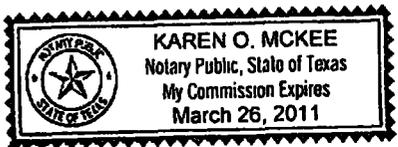
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

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

On this, the ____ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on June __, 2007, 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.



Karen O. McKee
Name: *Karen O. McKee*
Notary Public
My Commission Expires: *3-26-2011*
Residing in *Tarrant County, TX*

(SEAL)

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1995-C

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BN	535595	BNSF	667154
BN	535599	BNSF	667158
BN	535602	BNSF	667161
BN	535609	BNSF	667168
BN	535614	BNSF	667173
BN	535683	BNSF	667242

Equipment Description:

Number of Units:

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Coil Steel Gondolas

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Old Reporting Mark
and Road Numbers

New Reporting Mark
and Road Numbers

BN 686245
through
BN 686532

BNSF 529101
through
BNSF 529388

Casualties

Old Reporting Mark
and Road Numbers

New Reporting Mark
and Road Numbers

BN 686288
BN 686318
BN 686322
BN 686434
BN 686445
BN 686477
BN 686492
BN 686506

BNSF 529144
BNSF 529174
BNSF 529178
BNSF 529290
BNSF 529301
BNSF 529333
BNSF 529348
BNSF 529362

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