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October 12, 2007

Salt Lake City
South Main Street
Lake City, UT 84111
533-0066

RECORDATION NO. 2204-A FILED

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

OCT 15 '07 -10 15 AM

SURFACE TRANSPORTATION BOARD

Re: BNSF Railway Company
Leveraged Lease Financing
BNSF 2007-L

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 and Security Agreement (BNSF 2007-L), dated as of October 16, 2007, between First Chicago Leasing Corporation as lessor (the "Lessor"), 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 Memorandum of Equipment Lease Agreement (BNSF 2007-L), dated as of October 16, 2007, between BNSF Railway Company, as lessee (the "Lessee") and First Chicago Leasing Corporation, as Lessor which is being submitted for recording concurrently therewith.

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

Lessor: First Chicago Leasing Corporation
c/o JPMorgan Capital Corporation
10 South Dearborn Street
Mail Code IL1-0502
Chicago, Illinois 60603
Attention: President

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

CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture and Security Agreement consists of the following:

60 GE ES44DC Locomotives within the series BNSF 7524 through BNSF 7604, 135 FreightCar America Aluminum Gondolas within the series BNSF 672504 through BNSF 699159, 849 Gunderson Covered Hoppers within the series BNSF 485134 through BNSF 486597, 369 Trinity Covered Hoppers within the series BNSF 483544 through BNSF 483999, and 125 Gunderson 40' Double Stack Cars within the series BNSF 239725 through BNSF 239849, in each case all as more specifically described in Exhibit A attached hereto.

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

Memorandum of Trust Indenture and Security Agreement (BNSF 2007-L) between First Chicago Leasing Corporation, as Lessor and Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

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:

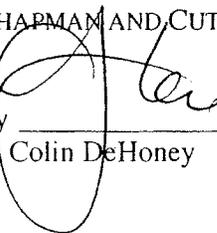
Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3461.

Sincerely,

CHAPMAN AND CUTLER LLP

By



Colin DeHoney

Enclosures

**EXHIBIT A
UNITS**

EQUIPMENT TYPE	EQUIPMENT DESCRIPTION	QUANTITY	REPORTING MARKS
Type A Equipment	GE ES44DC Locomotives	60	BNSF 7524, BNSF 7528, BNSF 7547 through BNSF 7604, inclusive
Type B Equipment	FreightCar America Aluminum Gondolas	135	BNSF 672504 through BNSF 672637, inclusive, BNSF 699159
Type C Equipment	Gunderson Covered Hoppers	849	BNSF 485134, BNSF 485136, BNSF 485137, BNSF 485709, BNSF 485750, BNSF 485751, BNSF 485753 through BNSF 486531, inclusive, BNSF 486533 through BNSF 486557, inclusive, BNSF 486559 through BNSF 486597, inclusive
Type D Equipment	Trinity Covered Hoppers	369	BNSF 483544, BNSF 483550, BNSF 483552, BNSF 483567, BNSF 483571, BNSF 483572, BNSF 483576, BNSF 483577, BNSF 483624 through BNSF 483654, inclusive, BNSF 483665, BNSF 483668, BNSF 483670, BNSF 483672, BNSF 483674 through BNSF 483999, inclusive
Type E Equipment	Gunderson 40' Double Stack Cars	125	BNSF 239725 through BNSF 239849, inclusive

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(BNSF 2007-L)**

Memorandum of Trust Indenture and Security Agreement, made and entered into as of October 16, 2007, by and between First Chicago Leasing Corporation, a Delaware corporation, as Lessor ("*Lessor*"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2007-L), dated as of October 1, 2007 (as amended, supplemented or modified, the "*Trust Indenture*"), by which the Lessor has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Lessor's performance of its obligations as described in the Trust Indenture.

RECORDATION NO. 27204-A FILED

OCT 15 '07 -10 15 AM

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture and Security Agreement (BNSF 2007-L)

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.

FIRST CHICAGO LEASING CORPORATION

By Victoria B. Dal Santo

Name: Victoria B. Dal Santo

Title: Vice President

Executed on this 9th day of October, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION

By _____

Name:

Title:

Executed on this ____ day of October, 2007.

Memorandum of Trust Indenture and Security Agreement (BNSF 2007-L)

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.

FIRST CHICAGO LEASING CORPORATION

By _____

Name:

Title:

Executed on this ___ day of October, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION

By H. Russell Hettinger

Name:

H. Russell Hettinger

Title:

Vice President

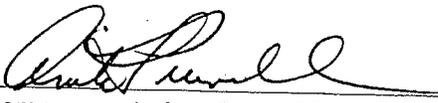
Executed on this 9th day of October, 2007.

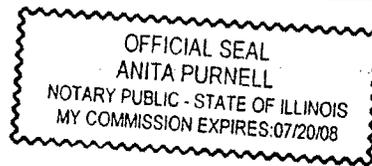
Memorandum of Trust Indenture and Security Agreement (BNSF 2007-L)
(Notary)

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the 9th day of October, 2007, before me, a Notary Public in and for said County and State, personally appeared Victoria B. Dal Santo, who being by me duly sworn, says that (s)he is the Vice President of FIRST CHICAGO LEASING CORPORATION, that said instrument was signed on October 9, 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: Anita Purnell
Notary Public
My Commission Expires: July 20, 2008
Residing in Chicago, IL
(SEAL)



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

On this, the ___ day of October, 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 October ___, 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 _____
(SEAL)

Memorandum of Trust Indenture and Security Agreement (BNSF 2007-L)
(Notary)

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

On this, the ____ day of October, 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 FIRST CHICAGO LEASING CORPORATION, that said instrument was signed on October __, 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 _____
(SEAL)

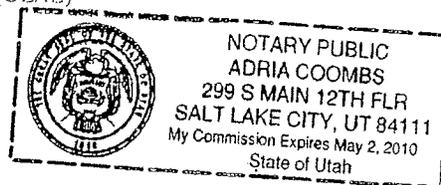
STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 9th day of October, 2007, before me, a Notary Public in and for said County and State, personally appeared H. Russell Hettinger, 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 October 9, 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.

Adria Coombs

Name:
Notary Public
My Commission Expires:
Residing in _____
(SEAL)



**EXHIBIT A
UNITS**

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Type C Equipment	Gunderson Covered Hoppers	849	BNSF 485134, BNSF 485136, BNSF 485137, BNSF 485709, BNSF 485750, BNSF 485751, BNSF 485753 through BNSF 486531, inclusive, BNSF 486533 through BNSF 486557, inclusive, BNSF 486559 through BNSF 486597, inclusive
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Type E Equipment	Gunderson 40' Double Stack Cars	125	BNSF 239725 through BNSF 239849, inclusive