

Law Offices of

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December 21 2007

RECORDATION NO.

17562-E

FILED

San Francisco
595 Market Street
San Francisco, CA 94105
(415) 541-0500

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

DEC 21 '07 -2 0 5 PM

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

SURFACE TRANSPORTATION BOARD

Re: BNSF Railway Company
BNSF Locomotive Renumbering 2007
Statement of Change in Reporting Marks and Road Numbers
BN Lease dated as of October 1, 1991

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 Statement of Change in Reporting Marks and Road Numbers relating to the BN Lease dated as of October 1, 1991, dated December 21, 2007, by 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, dated as of October 1, 1991, between Lessee and Wells Fargo Bank Northwest, National Association (successor-in-interest to First Security Bank of Utah, National Association) as lessor (the "Lessor") and which was recorded with the Interstate Commerce Commission as predecessor to the Surface Transportation Board on October 16, 1991 at 1:45 P.M. under Recordation Number 17562.

The equipment covered as of the date hereof by the aforesaid Statement of Change in Reporting Marks and Road Numbers consists of the following:

14 SD60-M locomotives with reporting marks and road numbers changed from BNSF 9250 through 9263, inclusive, to BNSF 8150 through BNSF 8163, inclusive, all as specifically described in Exhibit A attached hereto.

CHAPMAN AND CUTLER LLP

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

Statement of Change in Reporting Marks and Road Numbers (BN Lease dated as of October 1, 1991).

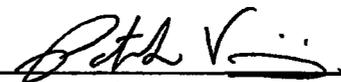
A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter 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 at (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By  _____
Patrick Vining

PV
Enclosures

Law Offices of
CHAPMAN AND CUTLER LLP

SCHEDULE A

Recordation Number: 17562

Equipment Description

Number of Units: fourteen (14)
Model: SD60-M Locomotives

OLD REPORTING MARKS AND ROAD NUMBERS	NEW REPORTING MARKS AND ROAD NUMBERS
BNSF 9250 through BNSF 9263, inclusive	BNSF 8150 through BNSF 8163, inclusive

SCHEDULE A

Recordation Number: 17562

Equipment Description

Number of Units: fourteen (14)
Model: SD60-M Locomotives

OLD REPORTING MARKS AND ROAD NUMBERS	NEW REPORTING MARKS AND ROAD NUMBERS
BNSF 9250 through BNSF 9263, inclusive	BNSF 8150 through BNSF 8163, inclusive

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: 12/21/07



Robert W. Alvord