

REC. NO. 22369-B FILED

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JUN 09 '05

3-34 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 9, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Unit Substitution Agreement, dated as of April 28, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 22369.

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

Lessor: Lombard Master Owner Trust II
c/o Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Lessee: BNSF Railway Company, f/k/a Burlington
Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131

Mr. Vernon A. Williams
June 9, 2005
Page 2

A description of the railroad equipment covered by the enclosed document
is:

40 locomotives in a restated equipment schedule -- locomotive BNSF
6398 is ADDED; locomotive BNSF 7305 is DELETED.

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

Memorandum of Unit Substitution Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF UNIT SUBSTITUTION AGREEMENT ~~FILED~~ **3-34 PM**

MEMORANDUM OF UNIT SUBSTITUTION AGREEMENT, **SURFACE TRANSPORTATION BOARD** made and entered into as of April 28, 2005 by and between Lombard Master Owner Trust II, as assignee of NewCourt Capital USA Inc. ("Lessor ") and BNSF Railway Company, formerly known as The Burlington Northern and Santa Fe Railway Company ("Lessee").

WITNESSETH:

1. The undersigned have entered into that certain Master Locomotive Lease Agreement dated as of July 27, 1999 ("Master Lease"), and Schedule No. 1 to the Master Lease dated as of July 27, 1999 ("Schedule No. 1), both by and between Lessor and Lessee.

2. The undersigned have entered into that certain Unit Substitution Agreement, dated April 28, 2005, relating to the substitution of an item of equipment to Schedule No. 1. Attached is the revised Annex A to Schedule No. 1, which is a complete restatement of Annex A as originally recorded.

3. This memorandum of Unit Substitution Agreement is being recorded with the Surface Transportation Board simultaneously therewith pursuant to Section 11301 of Title 49 of the United States Code.

[SIGNATURES TO FOLLOW]

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.

Lombard Master Owner Trust II, as Lessor
By: Wilmington Trust Company, not in its individual capacity, but solely as trustee under the Trust Agreement

By: [Signature]

Name: Monica M. Henry

Assistant Vice President

Title: _____

BNSF Railway Company, formerly know as
The Burlington Northern and Santa Fe
Railway Company, as Lessee

By: [Signature]

Name: STEIG SARGE

Title: AVP STRATEGIC SOURCING

STATE OF)) ss COUNTY OF)
DELAWARE) **NEW CASTLE**

On this 3rd day of June, 2005, before me personally appeared, **MONICA M. HENRY**, to me personally known, being by me duly sworn, says that he is the Assistant Vice President of Lombard Master Owner Trust II and that the said instrument attached hereto was signed on behalf of such association under the authority of the board of directors on _____, 2005 and he acknowledged that the execution of the said instrument was the act and deed of such association.

Notary Public in and for the State of DELAWARE

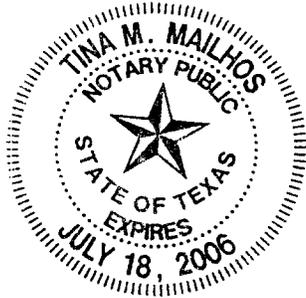
[Signature]

KIMBERLY ELIZABETH FAULHABER
Notary Public - State of Delaware
My Comm. Expires April 9, 2007

STATE OF)) ss COUNTY OF)

On this 28th day of April, 2005, before me personally appeared, Steig Sabee, to me personally known, being by me duly sworn, says that he is the AVP Struct. Soud Supp. of BNSF Railway Company, and that the said instrument attached hereto was signed on behalf of such corporation under the authority of the board of directors on _____, 2005 and he acknowledged that the execution of the said instrument was the act and deed of such corporation.

Notary Public in and for the State of Texas



Tina M. Mailhos

ANNEX A
Description of Items of Equipment

Asset Description	Serial Number	Manufacturer Name
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7300	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7301	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7302	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7303	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7304	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 6398	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7306	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7307	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7308	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7309	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7310	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7311	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7312	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7313	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7314	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7315	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7316	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7317	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7318	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7319	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7320	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7321	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7322	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7323	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7324	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7325	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7326	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7327	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7328	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7329	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7330	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7331	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7332	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7333	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7334	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7335	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7336	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7337	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7338	Alstom
SD 40-2, 6 axel, 3000 HP Locomotive	BNSF 7339	Alstom