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May 15, 2006

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 26337-C FILED

MAY 15 '06 11-09 AM

SURFACE TRANSPORTATION BOARD

Re: BNSF Railway Company
Leveraged Lease Financing
BNSF 2006-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 Trust Indenture Supplement No. 1 (BNSF 2006-C), dated as of May 17, 2006, between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2006-C Statutory Trust (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 Memorandum of Equipment Lease Agreement (BNSF 2006-C), dated as of May 17, 2006, between BNSF Railway Company, as lessee (the *"Lessee"*) and U.S. Bank Trust National Association, as Owner Trustee, as Lessor which is being submitted for recording concurrently therewith.

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

Owner Trustee: U.S. Bank Trust National Association
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Services

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

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The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 11 ES44AC Locomotives bearing the reporting marks within the series BNSF 5851 through BNSF 5861, inclusive and 28 EMD SD70ACe Locomotives bearing the reporting marks within the series BNSF 9370 through BNSF 9399; 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 (BNSF 2006-C) between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2006-C Statutory Trust and Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

A fee of thirty-three dollars ($33.00) 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

RECORDATION NO. 26337-C FILED

MAY 15 '06 11-09 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BNSF 2006-C)

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of May 17, 2006, by and between U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee (*"Owner Trustee"*) of the BNSF 2006-C Statutory Trust, 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 (BNSF 2006-C), dated as of May 1, 2006 (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 undersigned have entered into that certain Trust Indenture Supplement No. 1 (BNSF 2006-C), dated May 17, 2006, 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.

RECORDATION NO. 26337-C FILED

MAY 15 '06 11-09 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BNSF 2006-C)

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of May 17, 2006, by and between U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee (*"Owner Trustee"*) of the BNSF 2006-C Statutory Trust, 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 (BNSF 2006-C), dated as of May 1, 2006 (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 undersigned have entered into that certain Trust Indenture Supplement No. 1 (BNSF 2006-C), dated May 17, 2006, 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.

U.S. BANK TRUST NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By _____
Name: Michael M. Hopkins
Title: Vice President

Executed on this 5th day of May, 2006.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION

By _____
Name: Brett R. King
Title: Vice President

Executed on this ___ day of May, 2006.

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.

U.S. BANK TRUST NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By _____
Name: Michael M. Hopkins
Title: Vice President

Executed on this ___ day of May, 2006.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION

By _____
Name: Brett R. King
Title: Vice President

Executed on this 5th day of May, 2006.

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the 5th day of May, 2006, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that he is the Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on May 5, 2006 on behalf of said association 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 association.

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

Karen R. Felt
KAREN R. FELT
NOTARY PUBLIC
My Commission Expires 02/28/2009

Name:
Notary Public
My Commission Expires:
Residing in Middletown, CT 06457

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

On this, the ____ day of May, 2006, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on May ___, 2006 on behalf of said association 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 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 CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the ____ day of May, 2006, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that he is the Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on May ___, 2006 on behalf of said association 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 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 UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 5th day of May, 2006, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on May 5, 2006 on behalf of said association 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 association.

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

NOTARY PUBLIC
JEANINE DILWORTH
299 S MAIN STREET
12TH FLOOR
SALT LAKE CITY, UT 84111
My Commission Expires Feb 09, 2008
State of Utah

_____
Name:
Notary Public
My Commission Expires:
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
ES44AC Locomotives	11	BNSF 5851 through BNSF 5861, inclusive
EMD SD70ACe Locomotives	28	BNSF 9370 through BNSF 9394, inclusive BNSF 9396 through BNSF 9397, inclusive BNSF 9399

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: 5/15/06

Robert W. Alvord