



Ethel Allen Steele
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February 20, 2007

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

RECORDATION NO. 10255-J
FILED

FEB 22 '07 -1 13 PM

SURFACE TRANSPORTATION BOARD

Re: BNSF Railway Company Lease Financing of Railroad Rolling Stock

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 Lease Amendment and Extension, dated as of December 29, 2006, between Lin Associates., as lessor (the "Lessor"), and BNSF Railway 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 Lease Agreement dated as of February 1, 1979 between the Lessee and the Lessor which was recorded (or a memorandum of which was recorded) with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on April 4, 1979 at 1:40 P.M. under recordation number 10255-B.

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: L.I.C. Associates
c/o General Electric Capital Corporation
201 High Ridge Road
Stamford, CT 06927

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Amendment and Extension consists of thirty-seven (37) General Motors Corporation (Electro-Motive Division) Model SD40-2 diesel electric locomotives bearing the reporting marks BN 7161 through BN 7166, inclusive; BN 7889 through BN 7898, inclusive; BN 7900 through BN 7906, inclusive; BN 7908 through BN 7916, inclusive; BN 7918 through BN7921, inclusive; and BN 7923, all as specifically described in Exhibit A attached hereto.

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

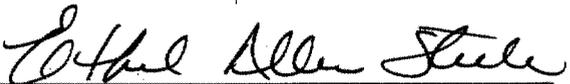
Memorandum of First Amendment and Extension to Amended and Restated Lease of Railroad Equipment.

A fee of thirty-four dollars (\$34.00) 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 (817) 352-2382.

Sincerely,

By 
Ethel Allen Steele

Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
SD40-2 Locomotives	37	BN 7161 to BN 7166, inclusive; BN 7889 to BN 7898, inclusive; BN 7900 to BN 7906, inclusive; BN 7908 to BN 7916, inclusive;
BN 7918 to BN7921, inclusive; and BN 7923		

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MEMORANDUM OF LEASE AMENDMENT AND EXTENSION

Memorandum of Lease Amendment and Extension made as a ~~SURFACE TRANSPORTATION BOARD~~ on December 29, 2006 by and between L.I.C. Associates, a Connecticut general partnership ("*Lessor*"), and BNSF Railway Company (formerly known as the Burlington Northern and Santa Fe Railway Company), a Delaware corporation ("*Lessee*").

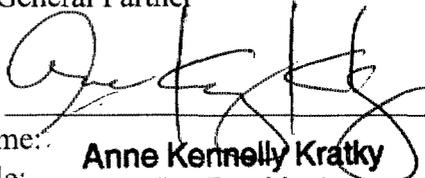
WITNESSETH:

1. The undersigned (through their respective predecessors in interest) entered into that certain Lease of Railroad Equipment No. 1, dated as of February 1, 1979 (the "*Original Lease*"), whereby Lessor agreed to lease to Lessee and Lessee agreed to lease from Lessor certain railroad equipment.
2. The Original Lease (or memorandum thereof) was recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on April 4, 1979 at 1:40 p.m. pursuant to a predecessor statute to Section 11301 of Title 49 of the United States Code and assigned recordation number 10255-B.
3. The Original Lease was amended and extended by that certain Amendment and Extension to Lease of Railroad Equipment, dated as of June 15, 1995 (the "*Prior Lease*").
4. The Prior Lease was then amended and restated by that certain Amended and Restated Lease of Railroad Equipment, dated as of December 28, 2000 (the "*Lease*").
5. The undersigned have entered into that certain First Amendment and Extension to Amended and Restated Lease of Railroad Equipment, dated as of November 23, 2004 (the "*Amendment*"), whereby, among other things, the term of said Lease has been extended. In connection therewith, except as provided in the Amendment, all the terms of the Lease shall remain in full force and effect.
6. The railroad equipment covered by the Lease are thirty-seven (37) General Motors Corporation (Electro-Motive Division) Model SD40-2 diesel electric locomotives bearing identification numbers: BN 7161 to BN 7166, inclusive; BN 7889 to BN 7898, inclusive; BN 7900 to BN 7906, inclusive; BN 7908 to BN 7916, inclusive; BN 7918 to BN 7921, inclusive; and BN 7923.

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.

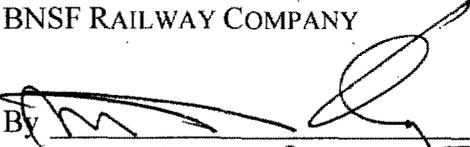
L.I.C. ASSOCIATES

By General Electric Capital Corporation, its
General Partner

By 
Name: **Anne Kennelly Kratky**
Title: **Vice President**

Executed on this 11 day of ~~December~~^{January}, 2006⁷.

BNSF RAILWAY COMPANY

By 
Name: *M. David Dealy*
Title: *Vice President Transportation*

Executed on this 20 day of December, 2007.

STATE OF CONNECTICUT)
)
COUNTY OF FAIRFIELD)

SS.:

On this, the 11 day of January, 2007, before me, a Notary Public in and for said County and State, personally appeared Anne Kennedy Kvakka, who being by me duly sworn, says that (s)he is the Vice President of GENERAL ELECTRIC CAPITAL CORPORATION, the general partner of L.I.C. ASSOCIATES, that said instrument was signed on December 11, 2007 by said corporation, on behalf of said partnership and (s)he acknowledged that the execution of the foregoing instrument by such general partner was the free act and deed of said partnership.

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

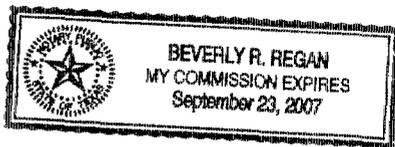
Mary Anne Huhtanen
Name: **MARY ANNE HUHTANEN**
Notary Public **NOTARY PUBLIC**
My Commission Expires: **MY COMMISSION EXPIRES MAR. 31, 2010**
Residing in Fairfield, CT

STATE OF Texas)
)
COUNTY OF Tarrant)

SS.:

On this, the 20th day of February, 2007, before me, a Notary Public in and for said County and State, personally appeared M. David Dealy, who being by me duly sworn, says that he is the VP - Transportation of BNSF RAILWAY COMPANY, that said instrument was signed on February 20, 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.



Beverly R Regan
Name:
Notary Public
My Commission Expires: 09/23/07
Residing in Saginaw TX