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June 28, 2007

RECORDATION NO. 19500-K FILED

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

JUN 28 '07 -9 00 AM

SURFACE TRANSPORTATION BOARD

Re: Refinancing of 1995 BNSF Railway Company  
Leveraged Lease Financing of Equipment (BN 1995-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 Lease Assignment (BN 1995-C), dated as of July 2, 2007, among Wells Fargo Bank Northwest, National Association, as indenture trustee (the "Indenture Trustee" or the "Assignee"), and Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "Owner Trustee" or the "Assignor"), 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 (BN 1995-C), dated as of June 15, 1995, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "Lessee") and Wilmington Trust Company, as Owner Trustee, as Lessor, which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on June 29, 1995 at 10:05 A.M. under recordation number 19500.

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

Owner Trustee  
and Assignor:

Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration (BN 1995-C)

Law Offices of  
CHAPMAN AND CUTLER LLP

Indenture Trustee  
and Assignee: Wells Fargo Bank Northwest, National Association  
299 South Main Street, 12th Floor  
MAC: U1228-120  
Salt Lake City, Utah 84111  
Attention: Corporate Trust Department (BN 1995-C)

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of 4 SD70M-AC Locomotives, 226 Aluminum Rotary Gondola Coal Cars and 280 Coil Gondola Cars bearing the road numbers and the BNSF or BN reporting marks, all as specifically described in Exhibit A attached hereto.

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

Memorandum of Lease Assignment (BN 1995-C).

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 (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

Enclosures

**EXHIBIT A**

**UNITS**

**Equipment Description:**

**Number of Units:** four (4)  
**Model:** SD70MAC Locomotives

1995-C

**Old Reporting Mark  
and Road Numbers**

**New Reporting Mark  
and Road Numbers**

BN	9547	BNSF	9547
BN	9548	BNSF	9548
BN	9549	BNSF	9549
BN	9550	BNSF	9550

Equipment Description:

Number of Units:

226

Model:

Rotary Dump Coal Cars

1995-C

**Old Reporting Mark  
and Road Numbers**

**New Reporting Mark  
and Road Numbers**

BN 535460  
through  
BN 535699

BNSF 667019  
through  
BNSF 667258

**Casualties**

**Old Reporting Mark  
and Road Numbers**

**New Reporting Mark  
and Road Numbers**

BN 535461  
BN 535514  
BN 535538  
BN 535551  
BN 535554  
BN 535556  
BN 535557  
BN 535573  
BN 535595  
BN 535599  
BN 535602  
BN 535609  
BN 535614  
BN 535683

BNSF 667020  
BNSF 667073  
BNSF 667097  
BNSF 667110  
BNSF 667113  
BNSF 667115  
BNSF 667116  
BNSF 667132  
BNSF 667154  
BNSF 667158  
BNSF 667161  
BNSF 667168  
BNSF 667173  
BNSF 667242

Equipment Description:

Number of Units:

280

Model:

Coil Steel Gondolas

1995-C

Old Reporting Mark  
and Road Numbers

New Reporting Mark  
and Road Numbers

BN 686245  
through  
BN 686532

BNSF 529101  
through  
BNSF 529388

Casualties

Old Reporting Mark  
and Road Numbers

New Reporting Mark  
and Road Numbers

BN 686288  
BN 686318  
BN 686322  
BN 686434  
BN 686445  
BN 686477  
BN 686492  
BN 686506

BNSF 529144  
BNSF 529174  
BNSF 529178  
BNSF 529290  
BNSF 529301  
BNSF 529333  
BNSF 529348  
BNSF 529362

JUN 28 '07 -9 00 AM

**MEMORANDUM OF LEASE ASSIGNMENT  
(BN 1995-C)**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Assignment, made and entered into as of July 2, 2007, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee (*"Owner Trustee"*) under the Amended and Restated Trust Agreement (BN 1995-C) dated as of July 2, 2007 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee (*"Indenture Trustee"*).

**WITNESSETH:**

1. The Owner Trustee and BNSF Railway Company (*"Lessee"*) have entered into an Equipment Lease Agreement (BN 1995-C), dated as of June 15, 1995 (as amended, supplemented or modified, the *"Lease"*), covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

2. The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on June 29, 1995 at 10:05 A.M. under recordation number 19500 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1995-C), dated as of July 2, 2007, pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease and the rents and other proceeds therefrom (with certain exceptions) to Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

4. A memorandum of said Trust Indenture and Security Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By   
Name:  
Title: Michele C. Harra  
Financial Services Officer

Executed on this \_\_\_ day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_ day of June, 2007.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_ day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By Megan C. Giamalakis  
Name: Megan C. Giamalakis  
Title: Vice President

Executed on this \_\_\_ day of June, 2007.

STATE OF DELAWARE )  
NEW CASTLE )  
COUNTY OF WILMINGTON )

SS.:

On this, the 20 day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared Michele C. Harris, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20 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.

Amanda E. Gamble  
Name: **AMANDA E. GAMBLE**  
Notary Public **Notary Public - State of Delaware**  
My Commission Expires **My Comm. Expires May 15, 2011**  
Residing in \_\_\_\_\_

STATE OF UTAH )  
 )  
COUNTY OF SALT LAKE )

SS.:

On this, the \_\_\_ day of June, 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 June \_\_\_, 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 \_\_\_\_\_

STATE OF DELAWARE )  
 ) SS.:  
COUNTY OF WILMINGTON )

On this, the \_\_\_ day of June, 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 WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_\_, 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.

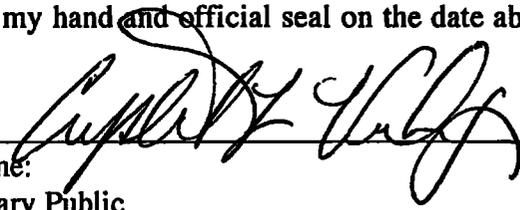
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

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

On this, the \_\_\_ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_ **MEGAN C. GIAMALAKIS** \_\_\_\_\_, 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 June \_\_\_, 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 \_\_\_\_\_



**EXHIBIT A**

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and Road Numbers**

**New Reporting Mark  
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BN	535461	BNSF	667020
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BN	535551	BNSF	667110
BN	535554	BNSF	667113
BN	535556	BNSF	667115
BN	535557	BNSF	667116
BN	535573	BNSF	667132
BN	535595	BNSF	667154
BN	535599	BNSF	667158
BN	535602	BNSF	667161
BN	535609	BNSF	667168
BN	535614	BNSF	667173
BN	535683	BNSF	667242

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BN 686492  
BN 686506

BNSF 529144  
BNSF 529174  
BNSF 529178  
BNSF 529290  
BNSF 529301  
BNSF 529333  
BNSF 529348  
BNSF 529362

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: 6/28/07



\_\_\_\_\_  
Robert W. Alvord