

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

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

June 28, 2007

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

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

RECORDATION NO 19502-H FILED

JUN 28 '07

9-00 AM

SURFACE TRANSPORTATION BOARD

Re: Refinancing of 1995 BNSF Railway Company
Leveraged Lease Financing of Equipment (BN 1995-E)

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 Amended and Restated Equipment Description (BN 1995-E), dated as of July 2, 2007, between Wilmington Trust Company, not in its individual capacity but solely as owner trustee, as lessor (the "Lessor"), and 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 (BN 1995-E), 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 19502.

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

CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Equipment Description consists of 8 SD70M-AC Locomotives, 692 Aluminum Rotary Gondola Coal Cars and 115 Aluminum Rapid Discharge Coal 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 Amended and Restated Equipment Description (BN 1995-E).

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

MDR:pka
Enclosures

EXHIBIT A

UNITS

Equipment Description:

Number of Units: eight (8)
Model: SD70MAC Locomotives

1995-E

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	9565	BNSF	9565
through		through	
BN	9570	BNSF	9570
BN	9582	BNSF	9582
BN	9583	BNSF	9583

Equipment Description:

Number of Units:

692

Model:

Rotary Dump Coal Cars

1995-E

Old Reporting Mark
and Road Numbers

New Reporting Mark
and Road Numbers

BN	535700	BNSF	667259
through		through	
BN	536411	BNSF	667970
BN	536412	BNSF	699117
through		through	
BN	536419	BNSF	699124

Casualties

Old Reporting Mark
and Road Numbers

New Reporting Mark
and Road Numbers

BN	535706	BNSF	667265
BN	535713	BNSF	667272
BN	535716	BNSF	667274
BN	535744	BNSF	667303
BN	535748	BNSF	667307
BN	535774	BNSF	667333
BN	535780	BNSF	667339
BN	535822	BNSF	667381
BN	535826	BNSF	667385
BN	535870	BNSF	667429
BN	535896	BNSF	667455
BN	535927	BNSF	667486
BN	535934	BNSF	667493
BN	535967	BNSF	667526
BN	535986	BNSF	667545
BN	536060	BNSF	667619
BN	536097	BNSF	667656
BN	536103	BNSF	667662
BN	536120	BNSF	667679
BN	536130	BNSF	667689
BN	536179	BNSF	667738
BN	536236	BNSF	667795
BN	536316	BNSF	667875
BN	536322	BNSF	667881
BN	536337	BNSF	667896
BN	536339	BNSF	667898
BN	536371	BNSF	667930
BN	536404	BNSF	667963

Equipment Description:

Number of Units:

115

Model:

Rapid Discharge Coal Cars

1995-E

Old Reporting Mark
and Road Numbers

New Reporting Mark
and Road Numbers

BN	555000	BNSF	699600
BN	555001	BNSF	650001
through		through	
BN	555118	BNSF	650118
BN	555119	BNSF	650000

Casualties

Old Reporting Mark
and Road Numbers

New Reporting Mark
and Road Numbers

BN	555005	BNSF	650005
BN	555068	BNSF	650066
BN	555075	BNSF	650075
BN	555095	BNSF	650095
BN	555109	BNSF	650109

JUN 28 '07

9-00 AM

**MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT DESCRIPTION
(BN 1995-E)**

SURFACE TRANSPORTATION BOARD

Memorandum of Amended and Restated Equipment Description (BN 1995-E) effective 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, as Lessor ("*Lessor*"), and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into an Equipment Lease Agreement (BN 1995-E), dated as of June 15, 1995 (as amended, supplemented or modified, the "*Lease*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from the Lessor certain railroad equipment.

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 19502 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 now desire to amend and restate the description of all railroad equipment currently subject to the Lease (the "*Equipment*"), the reporting marks and the road numbers of said Equipment. In connection therewith, attached hereto as Exhibit A is a true, correct and complete description of the Equipment and the reporting marks and road numbers of such Equipment as of the date hereof. Said Exhibit A shall amend and restate, effective as of the date first set forth hereinabove, all prior schedules, exhibits or other documents containing a description of the units of railroad equipment subject to the Lease and the reporting marks and the road numbers of said equipment.

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.

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

By _____

Name:

Title:

Executed on this ____ day of June, 2007.

BNSF RAILWAY COMPANY

By  _____

Name: L. Steven Vollmer

Title: General Director-Finance

Executed on this 20th day of June, 2007.

STATE OF DELAWARE)
New Castle SS:
COUNTY OF WILMINGTON)

On this, the 20 day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared J. Christopher Murphy, 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 banking 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 banking corporation.

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

Bethany J. Taylor
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

Notary Public - State of Delaware
My Comm. Expires Oct. 20, 2007

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this, the ___ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on June ___, 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.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

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 banking 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 banking corporation.

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

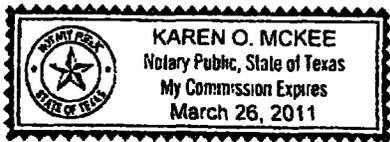
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF TEXAS)
)
) SS:
COUNTY OF TARRANT)

On this, the 20th day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on June 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.



Karen O McKee
Name: Karen O McKee
Notary Public
My Commission Expires: 3.26.2011
Residing in Tarrant County, TX

(SEAL)

EXHIBIT A

UNITS

Equipment Description:

Number of Units:

eight (8)

Model:

SD70MAC Locomotives

1995-E

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN 9565
through
BN 9570

BN 9582
BN 9583

BNSF 9565
through
BNSF 9570

BNSF 9582
BNSF 9583

Equipment Description:

Number of Units:

692

Model:

Rotary Dump Coal Cars

1995-E

Old Reporting Mark
and Road Numbers

New Reporting Mark
and Road Numbers

BN	535700	BNSF	667259
through		through	
BN	536411	BNSF	667970
BN	536412	BNSF	699117
through		through	
BN	536419	BNSF	699124

Casualties

Old Reporting Mark
and Road Numbers

New Reporting Mark
and Road Numbers

BN	535706	BNSF	667265
BN	535713	BNSF	667272
BN	535715	BNSF	667274
BN	535744	BNSF	667303
BN	535748	BNSF	667307
BN	535774	BNSF	667333
BN	535780	BNSF	667339
BN	535822	BNSF	667381
BN	535826	BNSF	667385
BN	535870	BNSF	667429
BN	535896	BNSF	667455
BN	535927	BNSF	667486
BN	535934	BNSF	667493
BN	535967	BNSF	667526
BN	535986	BNSF	667545
BN	536080	BNSF	667619
BN	536097	BNSF	667656
BN	536103	BNSF	667662
BN	536120	BNSF	667679
BN	536130	BNSF	667689
BN	536179	BNSF	667738
BN	536236	BNSF	667795
BN	536316	BNSF	667875
BN	536322	BNSF	667881
BN	536337	BNSF	667896
BN	536339	BNSF	667898
BN	536371	BNSF	667930
BN	536404	BNSF	667963

Equipment Description:

Number of Units: 115
Model: Rapid Discharge Coal Cars

1995-E

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	555000	BNSF	699600
BN	555001	BNSF	650001
through		through	
BN	555118	BNSF	650118
BN	555119	BNSF	650000

Casualties

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	555005	BNSF	650005
BN	555068	BNSF	650066
BN	555075	BNSF	650075
BN	555095	BNSF	650095
BN	555109	BNSF	650109

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