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June 28, 2007

RECORDATION NO. 19502-I FILED

JUN 28 '07

9-00 AM

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

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 Trust Indenture and Security Agreement (BN 1995-E), dated as of July 2, 2007, between Wilmington Trust Company, as owner trustee (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 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:

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

Law Offices of
CHAPMAN AND CUTLER LLP

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 (BN 1995-E)

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture and Security Agreement 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 Trust Indenture and Security Agreement (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

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

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(BN 1995-E)**

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture and Security Agreement, 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-E) 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:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1995-E), dated as of July 2, 2007 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

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: **JAMES P. LAWLER**
Title: **Vice President**

Executed on this 10th 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 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.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By  _____
Name: BRANDON MILLS
Title: VICE PRESIDENT

Executed on this 26th day of June, 2007.

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.

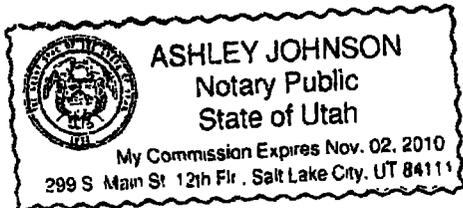
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

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

On this, the 20th day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared BRANDON MILLS, 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 20, 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

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
through
BN 536411

BN 536412
through
BN 536419

BNSF 667259
through
BNSF 667970

BNSF 699117
through
BNSF 699124

Casualties

Old Reporting Mark
and Road Numbers

New Reporting Mark
and Road Numbers

BN 535706
BN 535713
BN 535715
BN 535744
BN 535748
BN 535774
BN 535780
BN 535822
BN 535826
BN 535870
BN 535896
BN 535927
BN 535934
BN 535967
BN 535986
BN 536060
BN 536097
BN 536103
BN 536120
BN 536130
BN 536179
BN 536236
BN 536316
BN 536322
BN 536337
BN 536339
BN 536371
BN 536404

BNSF 667265
BNSF 667272
BNSF 667274
BNSF 667303
BNSF 667307
BNSF 667333
BNSF 667339
BNSF 667381
BNSF 667385
BNSF 667429
BNSF 667455
BNSF 667486
BNSF 667493
BNSF 667526
BNSF 667545
BNSF 667619
BNSF 667656
BNSF 667662
BNSF 667679
BNSF 667689
BNSF 667738
BNSF 667795
BNSF 667875
BNSF 667881
BNSF 667896
BNSF 667898
BNSF 667930
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