

Law Offices of

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

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

September 24, 2007

RECORDATION NO. **17028-H** FILED

SEP 24 '07 -8 00 AM

SURFACE TRANSPORTATION BOARD

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

Re: **Refinancing of 1990 BNSF Railway Company
Leveraged Lease Financing of Equipment (BN 1990-D)**

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 (BN 1990-D), dated as of September 26, 2007, between the Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "*Owner Trustee*") and U.S. Bank 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 1990-D), dated as of September 14, 1990, 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 September 27, 1990 at 12:05 P.M. under recordation number 17028.

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 1990-D)**

Law Offices of
CHAPMAN AND CUTLER LLP

Indenture Trustee: U.S. Bank National Association
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Services (BN 1990-D)

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 229 Gondola Cars and 186 Covered Hopper 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 Supplement No. 1 (BN 1990-D).

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, 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

EXHIBIT A

1990-D

Equipment Description:
Number of Units.
Model:

186

Covered Hopper Cars

Old Reporting Mark
and Road Numbers

New Reporting Mark
and Road Numbers

BN	466000	BNSF	466000
through		through	
BN	466194	BNSF	466194

Casualties

Old Reporting Mark
and Road Numbers

New Reporting Mark
and Road Numbers

BN	466015	BNSF	466015
BN	466023	BNSF	466023
BN	466028	BNSF	466028
BN	466036	BNSF	466036
BN	466102	BNSF	466102
BN	466134	BNSF	466134
BN	466147	BNSF	466147
BN	466162	BNSF	466162
BN	466166	BNSF	466166

EXHIBIT A

Equipment Description:
 Number of Units,
 Model:

229
 Gondola Cars

1990-D

Old Reporting Mark
 and Road Numbers

New Reporting Mark
 and Road Numbers

BN	533401	BNSF	699100
BN	533402	BNSF	665000
through		through	
BN	533635	BNSF	665233
BN	533636	BNSF	699101
BN	533637	BNSF	665234
through		through	
BN	533640	BNSF	665237

Casualties

Old Reporting Mark
 and Road Numbers

New Reporting Mark
 and Road Numbers

BN	533402	BNSF	665000
BN	533411	BNSF	665009
BN	533413	BNSF	665011
BN	533415	BNSF	665013
BN	533433	BNSF	665031
BN	533446	BNSF	665044
BN	533484	BNSF	665082
BN	533507	BNSF	665105
BN	533542	BNSF	665140
BN	533560	BNSF	665158
BN	533590	BNSF	665188

RECORDING NO. 17028-H
FILED

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT
(BN 1990-D)

SEP 24 07 - 8 00 AM

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of September 26, 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 1990-D) dated as of September 26, 2007 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and U.S. Bank National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

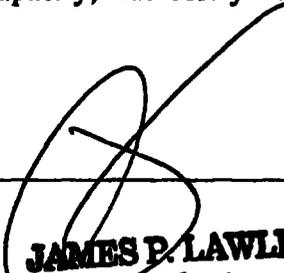
WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1990-D), dated as of September 26, 2007 (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 Owner Trustee has entered into that certain Trust Indenture Supplement No. 1 (BN 1990-D), dated September 26, 2007, 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.

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

By _____
Name:
Title:


JAMES P. LAWLER
Vice President

Executed on this 11th day of September, 2007.

U.S. BANK NATIONAL ASSOCIATION, as Indenture Trustee

By _____
Name:
Title:

Executed on this ___ day of September, 2007.

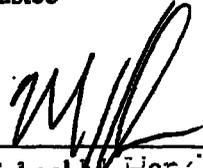
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

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

By _____
Name:
Title:

Executed on this ____ day of September, 2007.

U.S. BANK NATIONAL ASSOCIATION, as Indenture Trustee

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

Executed on this 14 day of September, 2007.

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the 11 day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on September 11, 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: AMANDA E. GAMBLE
Notary Public - State of Delaware
My Commission Expires: May 15, 2011
Residing in _____

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

On this, the ___ day of September, 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 U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on September ___, 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 NEW CASTLE)

On this, the ___ day of September, 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 September ___, 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.

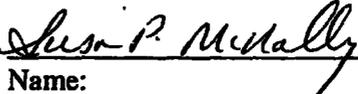
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

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

On this, the 14 day of September, 2007, 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 (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on September 14, 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: Connecticut
Residing in _____

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 2010

EXHIBIT A

1990-D

Equipment Description: 186
Number of Units:
Model: Covered Hopper Cars

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	466000	BNSF	466000
through		through	
BN	466194	BNSF	466194

Casualties

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	466015	BNSF	466015
BN	466023	BNSF	466023
BN	466028	BNSF	466028
BN	466036	BNSF	466036
BN	466102	BNSF	466102
BN	466134	BNSF	466134
BN	466147	BNSF	466147
BN	466162	BNSF	466162
BN	466166	BNSF	466166

EXHIBIT A

Equipment Description:
Number of Units.
Model:

229
Gondola Cars

1990-D

Old Reporting Mark
and Road Numbers

New Reporting Mark
and Road Numbers

BN	533401	BNSF	699100
BN through BN	533402 533635	BNSF through BNSF	665000 665233
BN	533636	BNSF	699101
BN through BN	533637 533640	BNSF through BNSF	665234 665237

Casualties

Old Reporting Mark
and Road Numbers

New Reporting Mark
and Road Numbers

BN	533402	BNSF	665000
BN	533411	BNSF	665009
BN	533413	BNSF	665011
BN	533415	BNSF	665013
BN	533433	BNSF	665031
BN	533446	BNSF	665044
BN	533484	BNSF	665082
BN	533507	BNSF	665105
BN	533542	BNSF	665140
BN	533560	BNSF	665158
BN	533590	BNSF	665188

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: 9/24/07



Robert W. Alvord