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September 24, 2007

RECORDATION NO. **17077** FILED

SEP 24 '07 -8 00 PM

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-A)

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-A), 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-A), 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 November 13, 1990 at 1:55 P.M. under recordation number 17077.

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-A)

Law Office 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-A)**

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 15 Remanufactured Locomotives 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-A).**

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-A

Equipment Description:  
Number of Units.  
Model:

10  
Locomotives

Old Reporting Mark  
and Road Numbers

BN	2961
BN	2968
BN	2969
BN	2970
BN	2971
BN	2977
BN	2978
BN	2979
BN	2980
BN	2981

New Reporting Mark  
and Road Numbers

BNSF	2961
BNSF	2968
BNSF	2969
BNSF	2970
BNSF	2971
BNSF	2977
BNSF	2978
BNSF	2979
BNSF	2980
BNSF	2981

EXHIBIT A

1990-A

Equipment Description:  
Number of Units.  
Model:

5  
Locomotives

Old Reporting Mark  
and Road Numbers

BN	2972
BN	2973
BN	2974
BN	2975
BN	2976

New Reporting Mark  
and Road Numbers

BNSF	2972
BNSF	2973
BNSF	2974
BNSF	2975
BNSF	2976

RECORDATION NO. **non-I**  
FILED

SEP 24 '07

8 00 PM

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BN 1990-A)**

**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-A) 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-A), 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-A), 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 locomotives 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

**JAMES P. LAWLER**  
**Vice President**

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

Executed on this 11 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 W. 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:  
Notary Public **AMANDA E. GAMBLE**  
My Commission Expires: May 15, 2011  
Residing in My Comm. Expires May 15, 2011

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.

*Susan P. McCall*  
Name:  
Notary Public  
My Commission Expires:  
Residing in Connecticut

EXHIBIT A

1990-A

Equipment Description:  
Number of Units.  
Model:

10  
Locomotives

Old Reporting Mark  
and Road Numbers

BN	2961
BN	2968
BN	2969
BN	2970
BN	2971
BN	2977
BN	2978
BN	2979
BN	2980
BN	2981

New Reporting Mark  
and Road Numbers

BNSF	2961
BNSF	2968
BNSF	2969
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BN	2974
BN	2975
BN	2976

New Reporting Mark  
and Road Numbers

BNSF	2972
BNSF	2973
BNSF	2974
BNSF	2975
BNSF	2976

**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