

Law Offices of

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September 24, 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. 17026-I FILED

SEP 24 07 -8 00 AM

SURFACE TRANSPORTATION BOARD

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

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 1990-B), dated as of September 26, 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 1990-B), 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 17026.

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 1990-B)

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The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Equipment Description consists of 766 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 Amended and Restated Equipment Description (BN 1990-B).

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

1990-B

Equipment Description: 387  
 Number of Units:  
 Model: Covered Hopper Cars

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	466195	BNSF	466195
through		through	
BN	466604	BNSF	466604

Casualties

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	466199	BNSF	466199
BN	466207	BNSF	466207
BN	466221	BNSF	466221
BN	466224	BNSF	466224
BN	466245	BNSF	466245
BN	466267	BNSF	466267
BN	466269	BNSF	466269
BN	466296	BNSF	466296
BN	466301	BNSF	466301
BN	466311	BNSF	466311
BN	466314	BNSF	466314
BN	466373	BNSF	466373
BN	466400	BNSF	466400
BN	466406	BNSF	466406
BN	466436	BNSF	466436
BN	466439	BNSF	466439
BN	466446	BNSF	466446
BN	466529	BNSF	466529
BN	466559	BNSF	466559
BN	466575	BNSF	466575
BN	466578	BNSF	466578
BN	466594	BNSF	466594
BN	466601	BNSF	466601

EXHIBIT A

1990-B

Equipment Description:  
Number of Units. 379  
Model: Covered Hopper Cars

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	466605	BNSF	466605
through		through	
BN	466999	BNSF	466999

Casualties

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	466647	BNSF	466647
BN	466650	BNSF	466650
BN	466671	BNSF	466671
BN	466693	BNSF	466693
BN	466704	BNSF	466704
BN	466736	BNSF	466736
BN	466753	BNSF	466753
BN	466757	BNSF	466757
BN	466781	BNSF	466781
BN	466826	BNSF	466826
BN	466882	BNSF	466882
BN	466894	BNSF	466894
BN	466923	BNSF	466923
BN	466994	BNSF	466994
BN	466996	BNSF	466996
BN	466997	BNSF	466997

RECORDATION NO. 17026-I FILED

MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT DESCRIPTION  
(BN 1990-B)

SEP 24 11 -8 00 AM

SURFACE TRANSPORTATION BOARD  
SURFACE TRANSPORTATION BOARD

Memorandum of Amended and Restated Equipment Description (BN 1990-B) 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, 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 1990-B), dated as of September 14, 1990 (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 September 27, 1990 at 12:05 P.M. under recordation number 17026 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: \_\_\_\_\_

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

Executed on this 11<sup>th</sup> day of September, 2007.

BNSF RAILWAY COMPANY

By \_\_\_\_\_  
Name: Todd J. Bailey  
Title: Director-Finance

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.

BNSF RAILWAY COMPANY

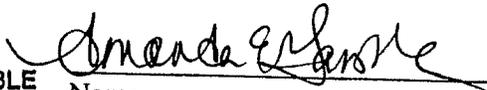
By T.J. Bailey  
Name: Todd J. Bailey  
Title: Director-Finance

Executed on this 14<sup>th</sup> 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 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.

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

(SEAL)

STATE OF TEXAS )  
 ) SS:  
COUNTY OF TARRANT )

On this, the \_\_\_\_ day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared Todd J. Bailey, who being by me duly sworn, says that he is the Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on September \_\_\_\_, 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 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 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.

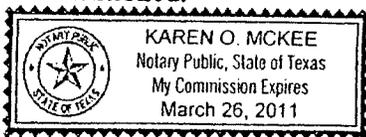
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF TEXAS )  
 ) SS:  
COUNTY OF TARRANT )

On this, the 14<sup>th</sup> day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared Todd J. Bailey, who being by me duly sworn, says that he is the Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on September 14, 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.



(SEAL)

Karen O. McKee  
Name: Karen O. McKee  
Notary Public  
My Commission Expires: 3-26-2011  
Residing in Tarrant County

EXHIBIT A

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BN	466408	BNSF	466408
BN	466438	BNSF	466438
BN	466439	BNSF	466439
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BN	466529	BNSF	466529
BN	466559	BNSF	466559
BN	466575	BNSF	466575
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BN	466791	BNSF	466791
BN	466826	BNSF	466826
BN	466882	BNSF	466882
BN	466894	BNSF	466894
BN	466923	BNSF	466923
BN	466994	BNSF	466994
BN	466996	BNSF	466996
BN	466997	BNSF	466997

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