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September 24, 2007

RECORDATION NO. 17026 **K** 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-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 Trust Indenture Supplement No. 1 (BN 1990-B), 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-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:

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (BN 1990-B)

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-B)

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 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 Trust Indenture Supplement No. 1 (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, 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-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	466576	BNSF	466576
BN	466594	BNSF	466594
BN	466601	BNSF	466601

EXHIBIT A

1990-B

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

<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

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT ~~SEP 24 07~~ -8 00 AM
(BN 1990-B)

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-B) 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-B), 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-B), 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: **JAMES R. LAWLER**
Title: **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

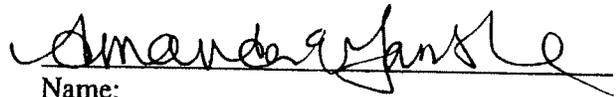
By _____
Name: Michael M. Hopkins
Title: Vice President

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: _____
Notary Public **AMANDA E. GAMBLE**
My Commission Expires: **Notary Public, State of Delaware**
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. McNally
Name:
Notary Public
My Commission Expires: Connecticut
Residing in _____

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

EXHIBIT A

1990-B

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 Number of Units.
 Model: Covered Hopper Cars

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BN	466559	BNSF	466559
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BN	466660	BNSF	466660
BN	466671	BNSF	466671
BN	466693	BNSF	466693
BN	466704	BNSF	466704
BN	466736	BNSF	466736
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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

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