

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

September 24, 2007

RECORDATION NO. **17027-E** FILED
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

SEP 24 '07 -8 00 AM

SURFACE TRANSPORTATION BOARD

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

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-C), 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-C), 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 17027.

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-C)

Law Offices of
CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Equipment Description consists of 47 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 Amended and Restated Equipment Description (BN 1990-C).

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-C

Equipment Description	Number of Units	forty-seven (47) Locomotives	
Model			
<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	2833	BNSF	2833
BN	2834	BNSF	2834
BN	2881	BNSF	2881
BN	2882	BNSF	2882
BN	2883	BNSF	2883
BN	2884	BNSF	2884
BN	2900	BNSF	2900
BN	2901	BNSF	2901
BN	2902	BNSF	2902
BN	2903	BNSF	2903
BN	2904	BNSF	2904
BN	2905	BNSF	2905
BN	2906	BNSF	2906
BN	2907	BNSF	2907
BN	2908	BNSF	2908
BN	2909	BNSF	2909
BN	2910	BNSF	2910
BN	2911	BNSF	2911
BN	2912	BNSF	2912
BN	2913	BNSF	2913
BN	2914	BNSF	2914
BN	2915	BNSF	2915
BN	2916	BNSF	2916
BN	2917	BNSF	2917
BN	2918	BNSF	2918
BN	2919	BNSF	2919
BN	2920	BNSF	2920
BN	2921	BNSF	2921
BN	2922	BNSF	2922
BN	2923	BNSF	2923
BN	2924	BNSF	2924
BN	2935	BNSF	2935
BN	2936	BNSF	2936
BN	2937	BNSF	2937
BN	2938	BNSF	2938
BN	2939	BNSF	2939
BN	2940	BNSF	2940
BN	2960	BNSF	2960
BN	2962	BNSF	2962
BN	2963	BNSF	2963
BN	2964	BNSF	2964
BN	2965	BNSF	2965
BN	2966	BNSF	2966
BN	2967	BNSF	2967
BN	2982	BNSF	2982
BN	2983	BNSF	2983
BN	2984	BNSF	2984

SEP 24 '07 -8 00 AM

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

SURFACE TRANSPORTATION BOARD

Memorandum of Amended and Restated Equipment Description (BN 1990-C) effective 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-C), 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 locomotives.
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 17027 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 locomotives 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 locomotives 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: **JAMES P. LAWLER**
Title: **Vice President**

Executed on this 11th 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 TJ Bailey
Name: Todd J. Bailey
Title: Director-Finance

Executed on this 14th 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.


Name: _____
Notary Public **AMANDA E. GAMBLE**
My Commission Expires: **Notary Public - State of Delaware**
My Comm. Expires May 15, 2011
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.

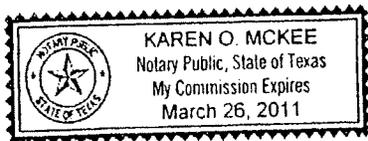
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF TEXAS)
) SS.:
COUNTY OF TARRANT)

On this, the 14th 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

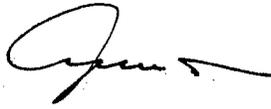
1990-C

Equipment Description	Number of Units	Model	forty-seven (47) Locomotives
<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	2833	BNSF	2833
BN	2834	BNSF	2834
BN	2881	BNSF	2881
BN	2882	BNSF	2882
BN	2883	BNSF	2883
BN	2884	BNSF	2884
BN	2900	BNSF	2900
BN	2901	BNSF	2901
BN	2902	BNSF	2902
BN	2903	BNSF	2903
BN	2904	BNSF	2904
BN	2905	BNSF	2905
BN	2906	BNSF	2906
BN	2907	BNSF	2907
BN	2908	BNSF	2908
BN	2909	BNSF	2909
BN	2910	BNSF	2910
BN	2911	BNSF	2911
BN	2912	BNSF	2912
BN	2913	BNSF	2913
BN	2914	BNSF	2914
BN	2915	BNSF	2915
BN	2916	BNSF	2916
BN	2917	BNSF	2917
BN	2918	BNSF	2918
BN	2919	BNSF	2919
BN	2920	BNSF	2920
BN	2921	BNSF	2921
BN	2922	BNSF	2922
BN	2923	BNSF	2923
BN	2924	BNSF	2924
BN	2935	BNSF	2935
BN	2936	BNSF	2936
BN	2937	BNSF	2937
BN	2938	BNSF	2938
BN	2939	BNSF	2939
BN	2940	BNSF	2940
BN	2960	BNSF	2960
BN	2962	BNSF	2962
BN	2963	BNSF	2963
BN	2964	BNSF	2964
BN	2965	BNSF	2965
BN	2966	BNSF	2966
BN	2967	BNSF	2967
BN	2982	BNSF	2982
BN	2983	BNSF	2983
BN	2984	BNSF	2984

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