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September 24, 2007

RECORDATION NO. **17027** FILED

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 Trust Indenture and Security Agreement (BN 1990-C), dated as of September 26, 2007, between Wilmington Trust Company, 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-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:

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

RECORDATION NO. 17027-F
SEP 24 '07 -8 00 AM
SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(BN 1990-C)**

Memorandum of Trust Indenture and Security Agreement, 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-C) 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:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1990-C), dated as of September 26, 2007 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest in certain locomotives bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

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 _____ **JAMES P. LAWLER**
Name: **Vice President**
Title:

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

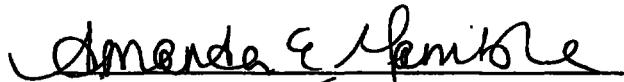
By _____
Name: Michael M. Hopkins
Title: Vice President

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 James P. Lawler Notary Public in and for said County and State, personally appeared Vice President, who being by me duly sworn, says that (s)he is the _____ 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.

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

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

EXHIBIT A

1990-C

| Equipment Description | Number of Units | forty-seven (47) | |
|-----------------------|--|------------------|--|
| Model | | 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