

Law Offices of

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

October 12, 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. 27204-D FILED

OCT 15 '07 -10 15 AM

Re: BNSF Railway Company
Leveraged Lease Financing
BNSF 2007-L

SURFACE TRANSPORTATION BOARD

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 Lease Assignment (BNSF 2007-L), dated as of October 16, 2007, among Wells Fargo Bank Northwest, National Association, as indenture trustee (the "Indenture Trustee" or the "Assignee"), and First Chicago Leasing Company, as lessor (the "Lessor" or the "Assignor"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2007-L), dated as of October 16, 2007, between the Lessor and BNSF Railway Company, as Lessee, which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Indenture Trustee and Assignee:	Wells Fargo Bank Northwest, National Association 299 South Main Street, 12th Floor MAC: U1228-120 Salt Lake City, Utah 84111 Attention: Corporate Trust Department
Lessor and Assignor:	First Chicago Leasing Corporation c/o JPMorgan Capital Corporation 10 South Dearborn Street Mail Code IL1-0502 Chicago, Illinois 60603 Attention: President

CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of the following:

60 GE ES44DC Locomotives within the series BNSF 7524 through BNSF 7604, 135 FreightCar America Aluminum Gondolas within the series BNSF 672504 through BNSF 699159, 849 Gunderson Covered Hoppers within the series BNSF 485134 through BNSF 486597, 369 Trinity Covered Hoppers within the series BNSF 483544 through BNSF 483999, and 125 Gunderson 40' Double Stack Cars within the series BNSF 239725 through BNSF 239849, in each case all as more specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Assignment (BNSF 2007-L) between Wells Fargo Bank Northwest, National Association, as Indenture Trustee and Assignee, and First Chicago Leasing Corporation, as Lessor and Assignor.

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:

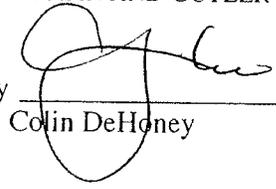
Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3461.

Sincerely,

CHAPMAN AND CUTLER LLP

By



Colin DeHoney

Enclosures

**EXHIBIT A
UNITS**

EQUIPMENT TYPE	EQUIPMENT DESCRIPTION	QUANTITY	REPORTING MARKS
Type A Equipment	GE ES44DC Locomotives	60	BNSF 7524, BNSF 7528, BNSF 7547 through BNSF 7604, inclusive
Type B Equipment	FreightCar America Aluminum Gondolas	135	BNSF 672504 through BNSF 672637, inclusive, BNSF 699159
Type C Equipment	Gunderson Covered Hoppers	849	BNSF 485134, BNSF 485136, BNSF 485137, BNSF 485709, BNSF 485750, BNSF 485751, BNSF 485753 through BNSF 486531, inclusive, BNSF 486533 through BNSF 486557, inclusive, BNSF 486559 through BNSF 486597, inclusive
Type D Equipment	Trinity Covered Hoppers	369	BNSF 483544, BNSF 483550, BNSF 483552, BNSF 483567, BNSF 483571, BNSF 483572, BNSF 483576, BNSF 483577, BNSF 483624 through BNSF 483654, inclusive, BNSF 483665, BNSF 483668, BNSF 483670, BNSF 483672, BNSF 483674 through BNSF 483999, inclusive
Type E Equipment	Gunderson 40' Double Stack Cars	125	BNSF 239725 through BNSF 239849, inclusive

RECORDATION NO. 27204D FILED

OCT 15 '07 -10 15 AM

**MEMORANDUM OF LEASE ASSIGNMENT
(BNSF 2007-L)**

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Assignment, made and entered into as of October 16, 2007, by and between First Chicago Leasing Corporation, a Delaware corporation, as Lessor ("Lessor"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The Lessor and BNSF Railway Company ("*Lessee*") have entered into an Equipment Lease Agreement (BNSF 2007-L), dated as of October 1, 2007 (as amended, supplemented or modified, the "*Lease*") covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and all other railroad equipment that becomes subject to the Lease.

2. A memorandum of said Lease is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2007-L), dated as of October 1, 2007, pursuant to which Lessor has assigned the aforesaid Lease, and the rents and other proceeds therefrom (with certain exceptions) to Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

4. A memorandum of said Trust Indenture and Security Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

Memorandum of Lease Assignment (BNSF 2007-L)

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

FIRST CHICAGO LEASING CORPORATION

By Victoria B. Dal Santo

Name: Victoria B. Dal Santo
Title: Vice President

Executed on this 9th day of October, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION

By _____

Name:
Title:

Executed on this ___ day of October, 2007.

Memorandum of Lease Assignment (BNSF 2007-L)

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

FIRST CHICAGO LEASING CORPORATION

By _____

Name:

Title:

Executed on this ____ day of October, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION

By H. Russell Hettinger

Name:

H. Russell Hettinger

Title:

Vice President

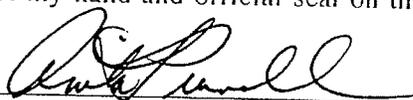
Executed on this 9th day of October, 2007.

Memorandum of Lease Assignment (BNSF 2007-L)
(Notary)

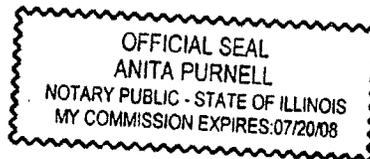
STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the 9th day of October, 2007, before me, a Notary Public in and for said County and State, personally appeared Victoria B. Dal Santo, who being by me duly sworn, says that (s)he is the Vice President of FIRST CHICAGO LEASING CORPORATION, that said instrument was signed on October 9, 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: Anita Purnell
Notary Public
My Commission Expires: July 20, 2008
Residing in Chicago, IL
(SEAL)



STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the ____ day of October, 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 WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on October ____, 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 _____
(SEAL)

Memorandum of Lease Assignment (BNSF 2007-L)
(Notary)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of October, 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 FIRST CHICAGO LEASING CORPORATION, that said instrument was signed on October __, 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.

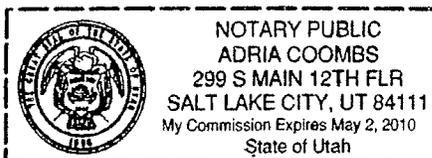
Name:
Notary Public
My Commission Expires:
Residing in _____
(SEAL)

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 9th day of October, 2007, before me, a Notary Public in and for said County and State, personally appeared H. Russell Hettinger, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on October 9, 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.

Adria Coombs
Name:
Notary Public
My Commission Expires:
Residing in _____
(SEAL)



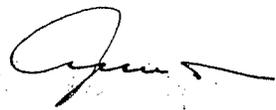
**EXHIBIT A
UNITS**

EQUIPMENT TYPE	EQUIPMENT DESCRIPTION	QUANTITY	REPORTING MARKS
Type A Equipment	GE ES44DC Locomotives	60	BNSF 7524, BNSF 7528, BNSF 7547 through BNSF 7604, inclusive
Type B Equipment	FreightCar America Aluminum Gondolas	135	BNSF 672504 through BNSF 672637, inclusive, BNSF 699159
Type C Equipment	Gunderson Covered Hoppers	849	BNSF 485134, BNSF 485136, BNSF 485137, BNSF 485709, BNSF 485750, BNSF 485751, BNSF 485753 through BNSF 486531, inclusive, BNSF 486533 through BNSF 486557, inclusive, BNSF 486559 through BNSF 486597, inclusive
Type D Equipment	Trinity Covered Hoppers	369	BNSF 483544, BNSF 483550, BNSF 483552, BNSF 483567, BNSF 483571, BNSF 483572, BNSF 483576, BNSF 483577, BNSF 483624 through BNSF 483654, inclusive, BNSF 483665, BNSF 483668, BNSF 483670, BNSF 483672, BNSF 483674 through BNSF 483999, inclusive
Type E Equipment	Gunderson 40' Double Stack Cars	125	BNSF 239725 through BNSF 239849, inclusive

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: 10/15/07



Robert W. Alvord