

Law Offices of

CHAPMAN AND CUTLER LLP

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October 12, 2007

RECORDATION NO. 27204E FILED  
Salt Lake City  
201 South Main Street  
Lake City, UT 84111  
(801) 533-0066

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

OCT 15 '07 -10 16 AM

SURFACE TRANSPORTATION BOARD

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

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 Lessee Mortgage Agreement (BNSF 2007-L), dated as of October 16, 2007, by First Chicago Leasing Corporation, as lessor (the "Lessor"), in favor of BNSF Railway Company, as lessee ("Lessee"), 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 Lease Agreement (BNSF 2007-L), dated as of October 16, 2007, between Lessor and Lessee which is being submitted for recording concurrently therewith.

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

Lessor First Chicago Leasing Corporation  
c/o JPMorgan Capital Corporation  
10 South Dearborn Street  
Mail Code IL1-0502  
Chicago, Illinois 60603  
Attention: President

Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131-2828

CHAPMAN AND CUTLER LLP

A description of the equipment covered as of the date hereof by the aforesaid memorandum is as follows:

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 Lessee Mortgage Agreement (BNSF 2007-L) between First Chicago Leasing Corporation, as Lessor, in favor of BNSF Railway Company, as Lessee.

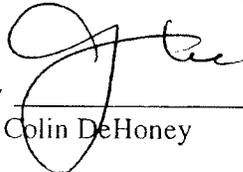
A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter 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 at (312) 845-3461.

Sincerely,

CHAPMAN AND CUTLER LLP

By   
Colin DeHoney

PV/lo  
Enclosures

**EXHIBIT A  
UNITS**

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

RECORDATION NO. 27204-E FILED

MEMORANDUM OF LESSEE MORTGAGE AGREEMENT  
(BNSF 2007-L)

OCT 15 '07 -10 16 AM

SURFACE TRANSPORTATION BOARD

Memorandum of Lessee Mortgage Agreement, made and entered into on October 16, 2007 by and between FIRST CHICAGO LEASING CORPORATION, a Delaware corporation, as Lessor ("*Lessor*"), and BNSF Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lessee Mortgage Agreement (BNSF 2007-L) (as amended, supplemented or modified, the "*Lessee Mortgage*"), dated as of October 1, 2007, by which the Lessor has granted a security interest in certain railroad equipment under the Lease Agreement (BNSF 2007-L), dated as of October 1, 2007 (as amended, supplemented or modified, the "*Lease*") between Lessor and Lessee, bearing road numbers as listed on Exhibit A attached hereto and all other railroad equipment that becomes subject to the Lease to the Lessee in order to secure the Lessor's performance of its obligations as described in the Lessee Mortgage.

Memorandum of Lessee Mortgage Agreement (BNSF 2007-L)

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.

FIRST CHICAGO LEASING CORPORATION

By Victoria B. Dal Santo

Name: Victoria B. Dal Santo

Title: Vice President

Executed on this 9<sup>th</sup> day of October, 2007.

BNSF RAILWAY COMPANY

By \_\_\_\_\_

Name: L. Steven Vollmer

Title: General Director-Finance

Executed on this \_\_\_\_ day of October, 2007.

Memorandum of Lessee Mortgage Agreement (BNSF 2007-L)

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.

FIRST CHICAGO LEASING CORPORATION

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of October, 2007.

BNSF RAILWAY COMPANY

By Todd Bailey

Name: Todd Bailey

Title: Director-Finance

Executed on this 9<sup>th</sup> day of October, 2007.

Memorandum of Lessee Mortgage Agreement (BNSF 2007-L)  
(Notary)

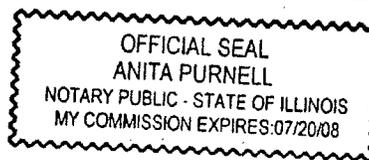
STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

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 TEXAS )  
 ) SS:  
COUNTY OF TARRANT )

On this \_\_\_\_ day of October, 2007, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on October \_\_\_\_, 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)

Memorandum of Lessee Mortgage Agreement (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.

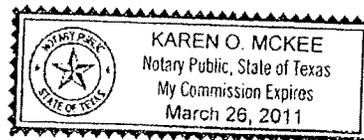
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_  
(SEAL)

STATE OF TEXAS )  
 ) SS:  
COUNTY OF TARRANT )

On this 9th day of October, 2007, before me personally appeared Todd Bailey to me personally known, who being by me duly sworn, says that he is the Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on October 9, 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.

Karen O. McKee  
Name: Karen O. McKee  
Notary Public -  
My Commission Expires: 3-26-2011  
Residing in Tarrant County, TX  
(SEAL)



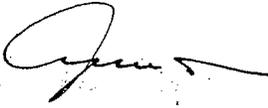
**EXHIBIT A  
UNITS**

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