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December 12, 2007

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RECORDATION NO. 27204-9 FILED

DEC 12 '07 -8 30 AM

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

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 Trust Indenture Supplement No. 2 (BNSF 2007-L), dated as of December 13, 2007, between First Chicago Leasing Corporation, as lessor (the "*Lessor*") and Wells Fargo Bank Northwest, 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 Memorandum of Equipment Lease Agreement (BNSF 2007-L), dated as of October 16, 2007, between BNSF Railway Company, as lessee (the "*Lessee*") and Lessor which was recorded on October 15, 2007 at 10:15 A.M. under Recordation Number 27204.

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

Indenture Trustee: Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
MAC: U1228-120
Salt Lake City, Utah 84111
Attention: Corporate Trust Department

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The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 2 consists of the following:

402 Gunderson Covered Hoppers within the series BNSF 486532 through BNSF 486997, all as more 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. 2 (BNSF 2007-L) between First Chicago Leasing Corporation, as Lessor, and Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

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) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By  _____
Patrick Vining

Enclosures

**EXHIBIT A
UNITS**

EQUIPMENT TYPE	EQUIPMENT DESCRIPTION	QUANTITY	REPORTING MARKS
Type F Equipment	Gunderson Covered Hoppers	402	BNSF 486532, BNSF 486558, BNSF 486598 through BNSF 486997, inclusive

DEC 12 '07 -8 30 AM

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2
(BNSF 2007-L)**

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture Supplement No. 2, made and entered into as of December 13, 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 undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2007-L), dated as of October 1, 2007 (as amended, supplemented or modified, the "*Trust Indenture*"), by which the Lessor has granted a security interest to the Indenture Trustee in order to secure the Lessor's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code.

3. The Lessor has entered into that certain Trust Indenture Supplement No. 2 (BNSF 2007-L), dated December 13, 2007, relating to the above-described Trust Indenture and extending the Lessor's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

Memorandum of Trust Indenture Supplement No. 2 (BNSF 2007-L)
(STB)

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 5th day of December, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION

By _____

Name:

Title:

Executed on this ___ day of December, 2007.

Memorandum of Trust Indenture Supplement No. 2 (BNSF 2007-L)
(STB)

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 December, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION

By H. Russell Hettinger
Name: H. Russell Hettinger
Title: Vice President

Executed on this 6th day of December, 2007.

Memorandum of Trust Indenture Supplement No. 2 (BNSF 2007-L)
(STB)
(Notary)

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

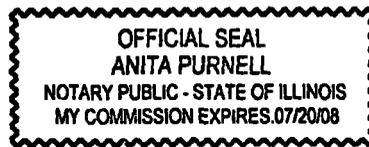
On this, the 5th day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared Victoria B. Dal Santo, who being by me duly sworn, says that (s)he is the Vice President of FIRST CHICAGO LEASING CORPORATION, that said instrument was signed on December 5, 2007 on 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 December, 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 December ____, 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 Trust Indenture Supplement No. 2 (BNSF 2007-L)

(STB)

(Notary)

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

On this, the ____ day of December, 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 December ____, 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.

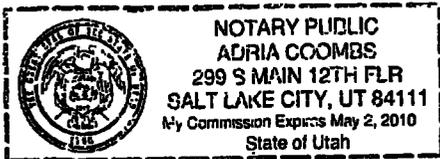
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

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

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

On this, the 6th day of December, 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 December 6th, 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 F Equipment	Gunderson Covered Hoppers	.402	BNSF 486532, BNSF 486558, BNSF 486598 through BNSF 486997, 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: 12/12/07



Robert W. Alvord