

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

Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

June 25, 2008

RECORDATION NO. 27539 FILED

Anne K. Quinlan, Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

JUN 25 '08 -7 45 AM

SURFACE TRANSPORTATION BOARD

Re: **BNSF Railway Company  
Leveraged Lease Financing of Railroad Equipment  
BNSF 2008-A**

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Equipment Lease Agreement (BNSF 2008-A), dated as of June 26, 2008, between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2008-A Statutory Trust, as lessor (the "Lessor"), and BNSF Railway Company, as lessee (the "Lessee"), a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

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: U.S. Bank Trust National Association  
Goodwin Square  
225 Asylum Street, 23<sup>rd</sup> Floor  
Hartford, Connecticut 06103  
Attention: Corporate Trust Services

The equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement consists of 80 40' Doublestack Cars bearing the reporting marks within the series BNSF 270000 through BNSF 270079, inclusive, 800 Covered Hopper Cars bearing the reporting marks within the series BNSF 486998 through BNSF 487797, inclusive, 105 Taconite Ore Cars bearing the reporting marks within the series BNSF 605000 through

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BNSF 605104, inclusive and 36 EMD SD70ACe Locomotives bearing the reporting marks within the series BNSF 9130 through BNSF 9165, inclusive, all as specifically described in Exhibit A attached hereto.

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

Memorandum of Equipment Lease Agreement (BNSF 2008-A).

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 (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

MDR:kk  
Enclosures

CHAPMAN AND CUTLER LLP

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
40' Doublestack Cars	80	BNSF 270000 through BNSF 270079, inclusive
Covered Hopper Cars	800	BNSF 486998 through BNSF 487797, inclusive
Taconite Ore Cars	105	BNSF 605000 through BNSF 605104, inclusive
EMD SD70ACe Locomotives	36	BNSF 9130 through BNSF 9165, inclusive

JUN 25 '08 -7 45 AM

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT  
(BNSF 2008-A)****SURFACE TRANSPORTATION BOARD**

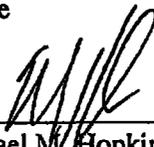
Memorandum of Equipment Lease Agreement (BNSF 2008-A), made and entered into as of June 26, 2008, by and between U.S. Bank Trust National Association, as Owner Trustee, a national banking association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2008-A Statutory Trust, as Lessor ("*Lessor*"), and BNSF Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2008-A), dated as of June 2, 2008 (as amended, supplemented or modified, the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

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.

U.S. BANK TRUST NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee

By   
Name: Michael M. Hopkins  
Title: Vice President

Executed on this 16<sup>th</sup> day of June, 2008.

BNSF RAILWAY COMPANY

By \_\_\_\_\_  
Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this \_\_\_\_ day of June, 2008.

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.

U.S. BANK TRUST NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee

By \_\_\_\_\_

Name: Michael M. Hopkins

Title: Vice President

Executed on this \_\_\_\_ day of June, 2008.

BNSF RAILWAY COMPANY

By  \_\_\_\_\_

Name: L. Steven Vollmer

Title: General Director-Finance

Executed on this 11<sup>th</sup> day of June, 2008.



STATE OF CONNECTICUT )  
 ) SS.:  
COUNTY OF HARTFORD )

On this, the \_\_\_\_ day of June, 2008, 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 he is a Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on June \_\_\_\_, 2008 on behalf of said association 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 association.

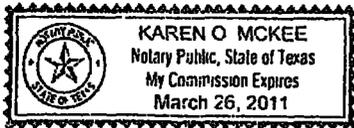
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF TEXAS )  
 ) SS:  
COUNTY OF TARRANT )

On this 11<sup>th</sup> day of June, 2008, 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 June 11, 2008, 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 - State of Texas  
My Commission Expires: 3-26-2011  
Residing in Tarrant County, TX

**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
40' Doublestack Cars	80	BNSF 270000 through BNSF 270079, inclusive
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Taconite Ore Cars	105	BNSF 605000 through BNSF 605104, inclusive
EMD SD70ACe Locomotives	36	BNSF 9130 through BNSF 9165, 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: 6/25/08



\_\_\_\_\_  
Robert W. Alvord