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June 25, 2008

RECORDATION NO.

27539-B 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 Lease Supplement No. 1 (BNSF 2008-A), dated as of June 26, 2008, between BNSF Railway Company, as lessee (the "*Lessee*") and 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*"), 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 2008-A), dated as of June 26, 2008, 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:

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 rd Floor Hartford, Connecticut 06103 Attention: Corporate Trust Services

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 1 consists of 80 40' Doublestack Cars bearing the reporting marks within the

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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 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 Lease Supplement No. 1 (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

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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

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MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNSF 2008-A)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Supplement No. 1 (BNSF 2008-A), made and entered into as of June 26, 2008, by and between U.S. Bank Trust National Association, 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:

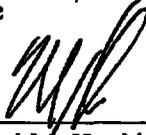
1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2008-A), dated as of June 2, 2008 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement 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 Lease Supplement No. 1 (BNSF 2008-A), dated June 26, 2008, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

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 14th 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 11th day of June, 2008.

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

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