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June 25, 2008

RECORDATION NO.

27540-B  
FILED

JUN 25 '08

-7 45 AM

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

**SURFACE TRANSPORTATION BOARD**

Re: **BNSF Railway Company  
Leveraged Lease Financing of Locomotives  
BNSF 2008-B**

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-B), 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-B 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-B), 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<sup>rd</sup> 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 15 EMD SD70ACe Locomotives bearing the reporting marks

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within the series BNSF 9169 through BNSF 9183, 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-B).

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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**CHAPMAN AND CUTLER LLP**  
**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
<b>EMD SD70ACe Locomotives</b>	<b>15</b>	<b>BNSF 9169 through BNSF 9183, inclusive</b>

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

**JUN 25 '08 -7 45 AM**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Supplement No. 1 (BNSF 2008-B), 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-B 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-B), 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-B), 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 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.





**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
EMD SD70ACe Locomotives	15	BNSF 9169 through BNSF 9183, 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