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June 25, 2008

RECORDATION NO. 27540-D 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 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 Assignment (BNSF 2008-B), dated as of June 26, 2008, between Wells Fargo Bank Northwest, National Association, as indenture trustee (the "Indenture Trustee" or the "Assignee"), and U.S. Bank Trust National Association, not in its individual capacity, but solely as owner trustee of the BNSF 2008-B Statutory Trust (the "Owner Trustee" or the "Assignor"), 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 the Owner Trustee, as Lessor, and BNSF Railway Company, as Lessee, which is being submitted for recording concurrently therewith.

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

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

Owner Trustee
and Assignor: U.S. Bank Trust National Association
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Services

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The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of 15 EMD SD70ACe Locomotives bearing the reporting marks 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 Assignment (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

Law Offices of

CHAPMAN AND CUTLER LLP

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
EMD SD70ACe Locomotives	15	BNSF 9169 through BNSF 9183, inclusive

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MEMORANDUM OF LEASE ASSIGNMENT
(BNSF 2008-B)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Assignment (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 ("*Owner Trustee*") of the BNSF 2008-B Statutory Trust, and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The Owner Trustee and BNSF Railway Company ("*Lessee*") have entered into an Equipment Lease Agreement (BNSF 2008-B), dated as of June 2, 2008 (as amended, supplemented or modified, the "*Lease*"), covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

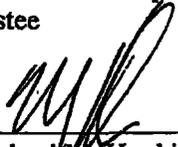
2. A memorandum of said Lease is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2008-B), dated as of June 2, 2008 (as amended, supplemented or modified, the "*Indenture*"), pursuant to which the Owner Trustee has assigned the aforesaid Lease and the rents and other proceeds therefrom (with certain exceptions) to the Indenture Trustee.

4. A memorandum of said Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on 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 16th day of June, 2008.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION

By _____
Name:
Title:

Executed on this ____ day of June, 2008.

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
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