

Law Offices of

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July 15, 2009

RECORDATION NO. 28001 FILED

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

JUL 14 '09 -9 4 5 AM

SURFACE TRANSPORTATION BOARD

Re: **BNSF Railway Company
Capital Lease Financing of Railroad Equipment
BNSF 2009-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 Equipment Lease Agreement (BNSF 2009-B), effective as of July 15, 2009, between BNSF 2009-B LLC, 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: **BNSF 2009-B LLC
c/o Wilmington Trust Company, as trustee of the
BNSF 2009-B Trust
1100 North Market Street
Wilmington, Delaware 19890-1605
Attention: Corporate Trust Administration**

The equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement consists of the following:

3 ES44AC Locomotives within the series BNSF 6239 through BNSF 6241, inclusive; 30 ES44DC Locomotives within the series BNSF 7475 through BNSF 7504, inclusive; 46 AutoMax II Cars within the series AOK 502210 through AOK 502594; and 25 AutoMax II Cars within the series AOK 502200 through AOK 502264, all as more specifically described in Exhibit A attached hereto.

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

Memorandum of Equipment Lease Agreement (BNSF 2009-B).

A fee of forty-one dollars (\$41.00) 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:dk
Enclosures

EXHIBIT A

UNITS

EQUIPMENT DESCRIPTION	QUANTITY	REPORTING MARKS
ES44AC Locomotives	3	BNSF 6239 through BNSF 6241, inclusive
ES44DC Locomotives	30	BNSF 7475 through BNSF 7504, inclusive
AutoMax II Cars	46	AOK 502210 through AOK 502211, inclusive; AOK 502213 AOK 502220 AOK 502227 AOK 502229 through AOK 502232, inclusive; AOK 502555 AOK 502557 through AOK 502563, inclusive; AOK 502565 AOK 502567 through AOK 502594 inclusive
AutoMax II Cars	25	AOK 502200 through AOK 502202 inclusive; AOK 502204 through AOK 502206, inclusive; AOK 502208 through AOK 502209, inclusive; AOK 502212 AOK 502214 through AOK 502219, inclusive; AOK 502222 through AOK 502226, inclusive AOK 502242 AOK 502244 AOK 502250 AOK 502259 AOK 502264

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**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
(BNSF 2009-B)**

SURFACE TRANSPORTATION BOARD

Memorandum of Equipment Lease Agreement (BNSF 2009-B), effective as of July 15, 2009, by and between BNSF 2009-B LLC, a Delaware limited liability company, 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 2009-B), dated as of July 1, 2009 (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.

BNSF 2009-B LLC

BY: BNSF 2009-B TRUST, its Manager, by
WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Trustee

By _____
Name:
Title:

Executed on this ____ day of July, 2009.

BNSF RAILWAY COMPANY

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

Executed on this 10th day of July, 2009.

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 10th day of July, 2009, before me, a Notary Public in and for said County and State, personally appeared Erik E. Overcash, who being by me duly sworn, says that (s)he is the Assistant Vice President of Wilmington Trust Company, the trustee of the BNSF 2009-B Trust, the Manager of BNSF 2009-B LLC, that said instrument was signed on July 10th, 2009 on behalf of said limited liability company by authority of its Manager, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

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

J. Christopher Murphy

Name: J. CHRISTOPHER MURPHY
Notary Public, Notary Public - State of Delaware
My Commission Expires: My Comm. Expires June 29, 2011
Residing in _____

(SEAL)

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this _____ day of July, 2009, 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 July _____, 2009, 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.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the ___ day of July, 2009, 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 Wilmington Trust Company, the trustee of the BNSF 2009-B Trust, the Manager of BNSF 2009-B LLC, that said instrument was signed on July ___, 2009 on behalf of said limited liability company by authority of its Manager, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

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 TEXAS)
) SS.:
COUNTY OF TARRANT)

On this 10th day of July, 2009, 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 July 10, 2009, 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)

Name: Beth K. Ventimiglia
Notary Public
My Commission Expires: 6/13/2012
Residing in Fort Worth, TX

EXHIBIT A

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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: 7/14/09



Robert W. Alvord