

RECORDATION NO. 19518-O FILED
December 31, 2012 11:30 AM

December 31, 2012 SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board (the "Board")
395 E Street, S.W.
Washington, DC 20423-0001

Re: BNSF Railway Company
Substitution of Equipment
(Santa Fe Trust No. 1995-1)

Dear Sir or Madam:

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. 4 (Santa Fe Trust No. 1995-1), dated as of December 31, 2012, between Wilmington Trust Company, not in its individual capacity but solely as owner trustee, as lessor (the "Lessor"), and BNSF Railway Company (successor to The Atchison, Topeka and Santa Fe Railway Company), as lessee (the "Lessee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (Santa Fe Trust No. 1995-1), dated as of June 27, 1995, between Lessee and Lessor, which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on July 7, 1995 at 11:30 A.M. under recordation number 19518.

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

Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

Chapman and Cutler LLP

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration
(Santa Fe Trust No. 1995-1)

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 4 consists of 1 SD75M Locomotive bearing the road number and the reporting mark 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. 4 (Santa Fe Trust No. 1995-1).

A fee of forty-two dollars (\$42.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Edward M. Luria
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Very truly yours,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

MDR:dk
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
SD75M Locomotive	1	BNSF 8257

**MEMORANDUM OF LEASE SUPPLEMENT NO. 4
(SANTA FE TRUST NO. 1995-1)**

Memorandum of Lease Supplement No. 4 (Santa Fe Trust No. 1995-1) effective as of December 31, 2012, by and between Wilmington Trust Company, a Delaware trust company, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and BNSF Railway Company (successor to The Atchison, Topeka and Santa Fe Railway Company), a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into an Equipment Lease Agreement (Santa Fe Trust No. 1995-1), dated as of June 27, 1995 (as amended, supplemented or modified, the "*Lease*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from the Lessor certain railroad equipment.

2. The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on July 7, 1995 at 11:30 A.M. under recordation number 19518 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

3. An Event of Loss has occurred with respect to a Unit of Equipment subject to the Lease. In connection therewith, the Lessee has elected to provide the replacement Unit of Equipment set forth on Exhibit A hereto to be subjected to the Lease.

4. The undersigned have entered into that certain Lease Supplement No. 4 (Santa Fe Trust No. 1995-1), effective as of December 31, 2012, whereby the terms and provisions of the above-described Lease Agreement are made applicable to the Unit of Equipment bearing the reporting mark 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.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By 
Name: Jose L. Paredes
Title: Assistant Vice President

Executed on this 28th day of December,
2012.

BNSF RAILWAY COMPANY

By _____
Name: Todd J. Bailey
Title: Director-Finance

Executed on this ____ day of _____,
201__.

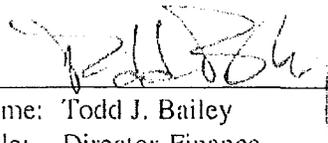
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of _____,
201__.

BNSF RAILWAY COMPANY

By  _____
Name: Todd J. Bailey
Title: Director-Finance

Executed on this 25th day of December,
2012.

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

On this, the 28 day of Dec, 2012, before me, a Notary Public in and for said County and State, personally appeared Jose L. Paredes, who being by me duly sworn, says that (s)he is the Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on December 28, 2012 on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

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



Ramona L. Ringgold
Name: RAMONA L. RINGGOLD
Notary Public NOTARY PUBLIC
My Commission Expires STATE OF DELAWARE
My Commission Expires 10-06-2013
Residing in New Castle County

(SEAL)

STATE OF TEXAS)
)
) SS.:
COUNTY OF TARRANT)

On this, the ___ day of _____, 201__, before me, a Notary Public in and for said County and State, personally appeared Todd J. Bailey, who being by me duly sworn, says that he is the Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on _____, 201__, 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 WILMINGTON)

On this, the ____ day of _____, 201__, 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, that said instrument was signed on _____, 201__ on behalf of said banking corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking 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 TEXAS)
) SS:
COUNTY OF TARRANT)

On this, the 18th day of October, 2011, before me, a Notary Public in and for said County and State, personally appeared Todd J. Bailey, who being by me duly sworn, says that he is the Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on September 18, 2011, 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.



[Signature]
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
SD75M Locomotive	1	BNSF 8257

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 12/31/12

Edward M Luria
Edward M. Luria