

December 31, 2012

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)

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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 Trust Indenture Supplement No. 2 (Santa Fe Trust No. 1995-1), dated as of December 31, 2012, between Wilmington Trust Company, as owner trustee (the "Owner Trustee"), and The Bank of New York Mellon Trust Company, N.A., as indenture trustee (the "Indenture Trustee"), 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 BNSF Railway Company (successor to The Atchison, Topeka and Santa Fe Railway Company), as lessee (the "Lessee") and Owner Trustee, as 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:

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

Chapman and Cutler LLP

Indenture Trustee: The Bank of New York Mellon Trust Company,  
N.A.  
2 North LaSalle Street, Suite 1020  
Chicago, Illinois 60602  
Attention: Corporate Trust Administration  
(Santa Fe Trust No. 1995-1)

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 2 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 Trust Indenture Supplement No. 2 (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 TRUST INDENTURE SUPPLEMENT NO. 2  
(SANTA FE TRUST NO. 1995-1)**

Memorandum of Trust Indenture Supplement No. 2 (Santa Fe Trust No. 1995-1) , made and entered into 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 ("*Owner Trustee*") under the Amended and Restated Trust Agreement (Santa Fe Trust No. 1995-1) dated as of July 6, 2007 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and The Bank of New York Mellon Trust Company, N.A., a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (Santa Fe Trust No. 1995-1), dated as of July 6, 2007 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture was recorded with the Surface Transportation Board on June 28, 2007 at 9:00 A.M. under recordation number 19518-K pursuant to 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 Indenture. 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 Indenture.

4. The undersigned have entered into that certain Trust Indenture Supplement No. 2 (Santa Fe Trust No. 1995-1), effective as of December 31, 2012, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein 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 28<sup>th</sup> day of December,  
2012.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., not in its individual capacity, but solely as Indenture Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_ day of \_\_\_\_\_,  
201\_\_.

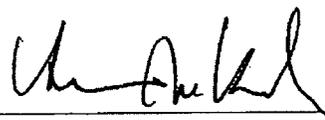
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

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

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_ day of \_\_\_\_\_,  
201\_\_.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., not in its individual capacity, but solely as Indenture Trustee

By  \_\_\_\_\_  
Name: Lawrence M. Kusch  
Title: Vice President

Executed on this 28<sup>th</sup> day of December, 2012.

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

On this, the 23 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 20, 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 10-06-2013  
Residing in New Castle County

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

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 THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on \_\_\_\_\_, 201\_\_ on behalf of said association 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 association.

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 \_\_\_\_\_

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 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 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 \_\_\_\_\_

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this, the 28th day of December, 2012, before me, a Notary Public in and for said County and State, personally appeared Lawrence M. Kusch, who being by me duly sworn, says that he is the Vice President of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December 28, 2012 on behalf of said association 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 association.

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



*T. Mosterd*  
\_\_\_\_\_  
Name: **T. MOSTERD**  
Notary Public  
My Commission Expires: *1/22/2013*  
Residing in *Cook Co. IL*

**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