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February 20, 2007

RECORDATION NO.

9092-H
FILED

FEB 22 '07 -12 29 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: BNSF Railway Company Lease Financing of Railroad Rolling Stock

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Amendment and Extension, dated as of December 29, 2006, between Connell Finance Company, Inc., as lessor (the "Lessor"), and BNSF 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 Lease Agreement dated as of October 1, 1977 between the Lessee and the Lessor which was recorded (or a memorandum of which was recorded) with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on December 17, 1977 at 1:10 P.M. under recordation number 9092-B.

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: Connell Finance Company, Inc.
One Connell Drive
Berkeley Heights, NJ 07922

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Amendment and Extension consists of thirty-six (36) General Motors Corporation (Electro-Motive Division) Model SD40-2 diesel electric locomotives bearing the reporting marks within the series BNSF 6790 through BNSF 6797, inclusive; BNSF 7000 to BNSF 7018, inclusive; and BNSF 7020 to BNSF 7028, inclusive all as specifically described in Exhibit A attached hereto.

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

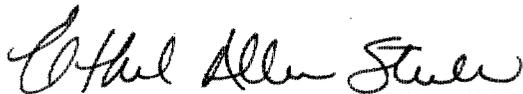
Memorandum of First Amendment and Extension to Amended and Restated Lease of Railroad Equipment.

A fee of thirty-four dollars (\$34.00) 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
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 (817) 352-2382.

Sincerely,

By 
Ethel Allen Steele

Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
SD40-2 Locomotives	36	BNSF 6790 to BNSF 6797, inclusive BNSF 7000 to BNSF 7018, inclusive BNSF 7020 to BNSF 7028, inclusive

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-12 29 PM

MEMORANDUM OF LEASE AMENDMENT AND EXTENSION

Memorandum of Lease Amendment and Extension made and entered into on December 29, 2006 by and between Connell Finance Company, Inc. (successor-in-interest to The Connell Company), a New Jersey corporation ("*Lessor*"), and BNSF Railway Company (formerly known as the Burlington Northern and Santa Fe Railway Company), a Delaware corporation ("*Lessee*").

WITNESSETH:

1. The undersigned (through their respective predecessors in interest) entered into that certain Lease of Railroad Equipment, dated as of October 1, 1977 (the "*Original Lease*"), whereby the Lessor agreed to lease to the Lessee and the Lessee agreed to lease from the Lessor certain railroad equipment.

2. The Original Lease (or memorandum thereof) was recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on November 17, 1977 at 1:10 p.m. pursuant to a predecessor statute to Section 11301 of Title 49 of the United States Code and assigned recordation number 9092-B.

3. The Original Lease was amended and extended by that certain Amendment and Extension to Lease of Railroad Equipment, dated as of August 16, 1993 (the "*Prior Lease*").

4. The Prior Lease (or memorandum thereof) was recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on February 2, 1994 at 2:30 p.m. pursuant to a predecessor statute to Section 11301 of Title 49 of the United States Code and assigned recordation number 9092-E.

5. The Prior Lease was amended and restated by that certain Amended and Restated Lease of Railroad Equipment, dated as of December 28, 2000, providing for an effective date of February 2, 2001 (the "*Lease*").

6. The Lease (or memorandum thereof) was recorded with the Surface Transportation Board on May 1, 2001 at 4:51 p.m. pursuant to Section 11301 of Title 49 of the United States Code and assigned recordation number 9092-G.

7. The undersigned have entered into that certain First Amendment and Extension to Amended and Restated Lease of Railroad Equipment, effective February 2, 2006 (the "*Amendment*"), whereby, among other things, the term of said Lease has been extended. In connection therewith, except as provided in the Amendment, all the terms of the Lease shall remain in full force and effect.

8. The railroad equipment covered by the Lease are thirty-six (36) General Motors Corporation (Electro-Motive Division) Model SD40-2 diesel electric locomotives bearing identification numbers: BNSF 6790 to BNSF 6797, inclusive; BNSF 7000 to BNSF 7018, inclusive; and BNSF 7020 to BNSF 7028, inclusive.

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.

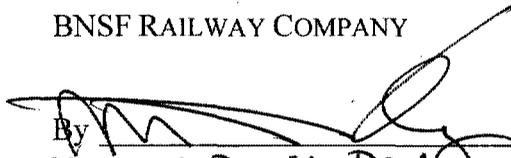
CONNELL FINANCE COMPANY, INC.

By 

Name: **SHANE CONNELL**
Title: **EXECUTIVE VICE PRESIDENT**

Executed on this 29th day of December, 2006.

BNSF RAILWAY COMPANY

By 

Name: *M. David Deal*
Title: *Vice President Transportation*

Executed on this 20 day of December, 2006.

STATE OF NEW JERSEY)
)
COUNTY OF UNION)

SS.:

On this, the 29th day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared Shane Connell, who being by me duly sworn, says that (s)he is the Exec. V. President of CONNELL FINANCE COMPANY, INC., that said instrument was signed on December 29, 2006 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.

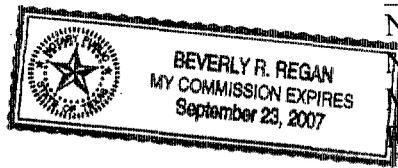
Janet Accardi
Name: Janet Accardi
Notary Public
My Commission Expires: 7/26/2010
Residing in New Jersey

STATE OF Texas)
)
COUNTY OF Tarrant)

SS.:

On this, the 20th day of February, 2006, before me, a Notary Public in and for said County and State, personally appeared David Dealy who being by me duly sworn, says that he is the VP Transportation of BNSF RAILWAY COMPANY, that said instrument was signed on February 20, 2006 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.



Beverly R. Regan
Name: _____
Notary Public
My Commission Expires: 09/23/07
Residing in Saginaw TX

(77-60)