Law Offices of

CHAPMAN AND CUTLER

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
TWX 910-221-2103 Telex 206281
FAX (312) 701-2361
Telephone (312) 845-3000

2 North Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

September 28, 1999

22431,A,B,C

RECORDATION NO. 22431 FILED

SEP 28 '99 2-30PM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

Kim Bontman

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 1999-G

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the two primary documents described below and the two secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

(1) Memorandum of Equipment Lease Agreement (BNSF 1999-G), dated as of September 29, 1999, between Wilmington Trust Company, as lessor (the *"Lessor"*), and The Burlington Northern and Santa Fe Railway Company, as lessee (the *"Lessee"*); and

(2) Memorandum of Trust Indenture and Security Agreement (BNSF 1999-G), dated as of September 29, 1999, between Wilmington Trust Company, as owner trustee (the *"Owner Trustee"*), and Allfirst Bank, as indenture trustee (the *"Indenture Trustee"*).

The secondary documents are as follows:

(1) Memorandum of Lease Supplement No. 1 (BNSF 1999-G), dated as of September 29, 1999, between the Lessee and the Lessor; and

(2) Memorandum of Trust Indenture Supplement No. 1 (BNSF 1999-G), dated as of September 29, 1999, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 1 (BNSF 1999-G) and Memorandum of Trust Indenture Supplement No. 1 (BNSF 1999-G) are connected are the Memorandum of Equipment Lease Agreement (BNSF 1999-G) and the

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

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT

Lessee:	The Burlington Northern and Santa Fe Railway Company 2500 Lou Menk Drive Fort Worth, Texas 76131-2828
Lessor:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Owner Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration
Indenture Trustee:	Allfirst Bank 25 South Charles Street MC 101-591 Baltimore, Maryland 21201

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee:	The Burlington Northern and Santa Fe Railway Company 2500 Lou Menk Drive Fort Worth, Texas 76131-2828
Lessor:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

Indenture Trustee: Allfirst Bank
25 South Charles Street MC 101-591
Baltimore, Maryland 21201

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement, Memorandum of Trust Indenture and Security Agreement, Memorandum of Lease Supplement No. 1 and Memorandum of Trust Indenture Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of one hundred four dollars ($104.00) is enclosed. Please time and date stamp the enclosed copy 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:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF EQUIPMENT LEASE AGREEMENT:

Memorandum of Equipment Lease Agreement (BNSF 1999-G) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2500 Lou Menk Drive, Fort Worth, Texas 76131-2828, dated as of September 29, 1999, covering the railroad equipment bearing the reporting marks listed in the exhibit attached thereto.

(2) MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT:

Memorandum of Trust Indenture and Security Agreement (BNSF 1999-G) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and Allfirst Bank, as Indenture Trustee, 25 South Charles Street

MC 101-591, Baltimore, Maryland 21201, dated as of September 29, 1999, covering the obligations of the Owner Trustee and the Lessee relating to railroad equipment bearing the reporting marks listed in the exhibit attached thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BNSF 1999-G) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2500 Lou Menk Drive, Fort Worth, Texas 76131-2828, dated as of September 29, 1999, covering railroad equipment bearing the reporting marks listed in the exhibit attached thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Equipment Lease Agreement between the Lessor and the Lessee dated as of September 29, 1999, which is filed concurrently herewith.

(4) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1:

Memorandum of Trust Indenture Supplement No. 1 (BNSF 1999-G) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and Allfirst Bank, as Indenture Trustee, 25 South Charles Street MC 101-591, Baltimore, Maryland 21201, dated as of September 29, 1999, covering the obligations of the Owner Trustee and the Lessee relating to railroad equipment bearing reporting marks listed in the exhibit attached thereto. The Memorandum of Trust Indenture Supplement No. 1 is related to the Memorandum of Trust Indenture and Security Agreement between the Owner Trustee and the Indenture Trustee, dated as of September 29, 1999, which is filed concurrently herewith.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/b
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
SD 70M-AC Diesel Electric Locomotives	31	BNSF 8858 through BNSF 8872, inclusive; BNSF 8877 BNSF 8895 BNSF 8898 through BNSF 8902 inclusive; BNSF 8909 through BNSF 8917 inclusive;

RECORDATION NO. 22431-C FILED

SEP 28 '99 2-30PM

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1 (BNSF 1999-G)

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of September 29, 1999, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee (*"Owner Trustee"*), and Allfirst Bank, a Maryland banking corporation, as Indenture Trustee (*"Indenture Trustee"*).

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1999-G), dated as of September 1, 1999 (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 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 Supplement No. 1 (BNSF 1999-G), dated September 29, 1999, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks 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 VNK
Name: Virginia N. Karablacas
Title: Assistant Vice President

Executed on this 23 day of September, 1999.

ALLFIRST BANK

By _____
Name:
Title:

Executed on this ____ day of September, 1999.

966237.01.05
1490978

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BNSF 1999-G)

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of September 29, 1999, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee (*"Owner Trustee"*), and Allfirst Bank, a Maryland banking corporation, as Indenture Trustee (*"Indenture Trustee"*).

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1999-G), dated as of September 1, 1999 (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 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 Supplement No. 1 (BNSF 1999-G), dated September 29, 1999, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks 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:
Title:

Executed on this ____ day of September, 1999.

ALLFIRST BANK

By _____
Name: ROBERT D. BROWN
Title: VICE PRESIDENT

Executed on this 23 day of September, 1999.

966237.01.05
1490978

STATE OF Delaware)
) SS.:
COUNTY OF New Castle)

On this, the 23 day of September, 1999, before me, a Notary Public in and for said County and State, personally appeared Virginia N. Karablacas, 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 September 23 1999 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.

Joann A Rozell

Name: JOANN A. ROZELL
Notary Public NOTARY PUBLIC-DELAWARE
My Commission Expires: My Commission Expires July 24, 2002
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of September, 1999, 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 corporation of ALLFIRST BANK, that said instrument was signed on September __, 1999 on behalf of said _____ 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 _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of September, 1999, 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 September __, 1999 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 Maryland)
) SS.:
COUNTY OF Baltimore)

On this, the 23rd day of September, 1999, before me, a Notary Public in and for said County and State, personally appeared Robert D. Brown, who being by me duly sworn, says that (s)he is the Vice President of ALLFIRST BANK, that said instrument was signed on September 23, 1999 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.

Sandra T. Cucchiella
Name: Sandra T. Cucchiella
Notary Public
My Commission Expires: 5|1|2002
Residing in Baltimore County

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
SD 70M-AC Diesel Electric Locomotives	31	BNSF 8858 through BNSF 8872, inclusive; BNSF 8877 BNSF 8895 BNSF 8898 through BNSF 8902 inclusive; BNSF 8909 through BNSF 8917 inclusive;