Law Offices of

CHAPMAN AND CUTLER

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

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

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

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

RECORDATION NO. 22297 FILED
JUL 27 '99
3:05 PM
Jul 27 '99
3:05 PM

July 27, 1999

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

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

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-C), dated as of July 28, 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-C), dated as of July 28, 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-C), dated as of July 28, 1999, between the Lessee and the Lessor; and

(2) Memorandum of Trust Indenture Supplement No. 1 (BNSF 1999-C), dated as of July 28, 1999, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 1 (BNSF 1999-C) and Memorandum of Trust Indenture Supplement No. 1 (BNSF 1999-C) are connected are the Memorandum of Equipment Lease Agreement (BNSF 1999-C) and the Memorandum of Trust Indenture and Security Agreement (BNSF 1999-C), respectively, referred to above, which are being submitted for recording concurrently therewith.

939121.01.03
1490978

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-C) 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 July 28, 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-C) 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 July 28, 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-C) 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 July 28, 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 July 28, 1999, which is filed concurrently herewith.

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

Memorandum of Trust Indenture Supplement NO. 1 (BNSF 1999-C) 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 July 28, 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 July 28, 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

Law Offices of

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Rapid Discharge Coal Cars	240	BNSF 650714 through BNSF 650951, inclusive; BNSF 699606 through BNSF 699607, inclusive
Gondola Coal Cars	360	BNSF 668447 through BNSF 668803, inclusive; BNSF 699129 through BNSF 699131, inclusive
Bi-level Autoracks	595	BNSF 23600 through BNSF 24194, inclusive

RECORDATION NO. 22297 FILED

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
(BNSF 1999-C)

Memorandum of Equipment Lease Agreement, made and entered into as of July 28, 1999, by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor (*"Lessor"*), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee (*"Lessee"*).

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement (BNSF 1999-C), dated as of July 1, 1999 (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.

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

By _____
Name:
Title:

Executed on this 23rd day of July, 1999.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By _____
Name: Paul J. Weyandt
Title: Assistant Vice President-Finance and Assistant Treasurer

Executed on this ____ day of July, 1999.

939121.01.02
1490978

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
(BNSF 1999-C)

Memorandum of Equipment Lease Agreement, made and entered into as of July 28, 1999, by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor (*"Lessor"*), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee (*"Lessee"*).

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement (BNSF 1999-C), dated as of July 1, 1999 (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.

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

By _____
Name:
Title:

Executed on this ____ day of July, 1999.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By _____
Name: Paul J. Weyandt
Title: Assistant Vice President-Finance and Assistant Treasurer

Executed on this 23 day of July, 1999.

939121.01.02
1490978

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

On this, the 23rd day of July, 1999, before me, a Notary Public in and for said County and State, personally appeared W. Chris Sponenberg, 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 July 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.

Kathleen A. Pedelini
Name:
Notary Public
My Commission Expires:
Residing in Wilmington, DE

KATHLEEN A. PEDELINI
NOTARY PUBLIC-DELAWARE
My Commission Expires Oct 31, 2002

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

On this, the _____ day of July, 1999, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President-Finance and Assistant Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on July __, 1999 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 _____

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

On this, the _____ day of July, 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 July __, 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 ~~ILLINOIS~~ Texas)
) SS.:
COUNTY OF ~~COOK~~ Tarrant)

On this, the 23rd day of July, 1999, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President-Finance and Assistant Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on July 23, 1999 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.

TINA M. MAILHOS
NOTARY PUBLIC
STATE OF TEXAS
EXPIRES
JULY 16, 2002

Tina Mailhos
Name:
Notary Public
My Commission Expires:
Residing in Fort Worth, TX

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Rapid Discharge Coal Cars	240	BNSF 650714 through BNSF 650951, inclusive; BNSF 699606 through BNSF 699607, inclusive
Gondola Coal Cars	360	BNSF 668447 through BNSF 668803, inclusive; BNSF 699129 through BNSF 699131, inclusive
Bi-level Autoracks	595	BNSF 23600 through BNSF 24194, inclusive