

RECORDATION NO.

22206-C
FILED

JUN 25 '99

10-45AM

**MEMORANDUM OF INDENTURE SUPPLEMENT NO. 1
(BNSF 1999 A-1)**

Memorandum of Indenture Supplement No. 1, made and entered into on June 28, 1999 by and between The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Company*"), and First Security Bank, National Association, a national banking association, as security trustee ("*Security Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1999 A-1) (the "*Indenture*"), dated June 28, 1999, by which the Company has granted a security interest to the Security Trustee in order to secure the Company's performance of certain obligations as described in the Indenture.

2. A memorandum of said Mortgage 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 Indenture Supplement No. 1 (BNSF 1999 A-1), dated June 28, 1999, relating to the above-described Indenture and extending the Company's grant of a security interest therein to locomotives bearing road numbers 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.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

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

Executed on this 27th day of June, 1999.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____
Name:
Title:

Executed on this ____ day of June, 1999.

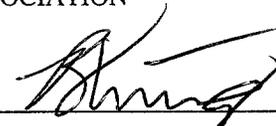
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

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 June, 1999.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By  _____
Name: **Brett R. King**
Title: **Assistant Vice President**

Executed on this 23rd day of June, 1999.

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

On this, the 23RD day of June, 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 June 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.



Dorothy V. Schaezle
Name: _____
Notary Public
My Commission Expires: 11/20/00
Residing in Lake In The Hills

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

On this, the ____ day of June, 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 FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on June __, 1999 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 ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the ____ day of June, 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 June __, 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.

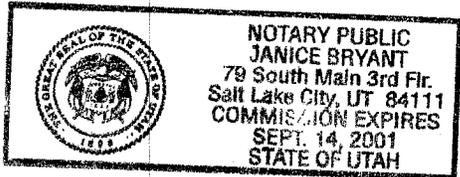
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 27th day of June, 1999, before me, a Notary Public in and for said County and State, personally appeared BRETT R. KING, who being by me duly sworn, says that (s)he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on June 21, 1999 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.



Janice Bryant
Name: **Janice Bryant**
Notary Public
My Commission Expires:
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	18	BNSF 8800 through BNSF 8814, inclusive; BNSF 9997 through BNSF 9999, inclusive

CHAPMAN AND CUTLER

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

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

June 25, 1999

22206, A, B, C, D, E
↑

RECORDATION NO. FILED

JUN 25 '99 10-45AM

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 Locomotive Financing
BNSF 1999 A-1

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 primary documents and the 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 Lease Agreement (BNSF 1999 A-1), dated June 28, 1999, between FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs KG., as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee");
- (2) Memorandum of First Mortgage (BNSF 1999 A-1), dated June 28, 1999, between the Lessor, as mortgagor (the "Mortgagor"), the Lessee and First Security Bank, National Association, as security trustee (the "Security Trustee");
- (3) Memorandum of Trust Indenture and Security Agreement (BNSF 1999 A-1), dated June 28, 1999 between the Lessee and the Security Trustee;
- (4) Memorandum of Lessee Mortgage Agreement (BNSF 1999 A-1), dated June 28, 1999 between the Lessor and the Lessee; and
- (5) Memorandum of Lessor Security Agreement (BNSF 1999 A-1), dated June 28, 1999, between the Lessor, the Lessee and the Security Trustee.

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The secondary document is as follows:

(1) Memorandum of Indenture Supplement No. 1 (BNSF 1999 A-1), dated June 28, 1999, between the Lessor and the Security Trustee.

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

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

MEMORANDUM OF LEASE AGREEMENT

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131-2830

Lessor: FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs
KG
Unsoldstraße 2
80538 Munchen
Germany

MEMORANDUM OF FIRST MORTGAGE

Mortgagor: FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs
KG
Unsoldstraße 2
80538 Munchen
Germany

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131-2830

Security Trustee: First Security Bank, National Association,
as Security Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131-2830

CHAPMAN AND CUTLER

Security Trustee: First Security Bank, National Association,
as Security Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

MEMORANDUM OF INDENTURE SUPPLEMENT NO. 1

Lessor: FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs
KG
Unsoldstraße 2
80538 Munchen
Germany

Security Trustee: First Security Bank, National Association,
as Security Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

MEMORANDUM OF LESSEE MORTGAGE AGREEMENT

Lessor: FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs
KG
Unsoldstraße 2
80538 Munchen
Germany

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131-2830

MEMORANDUM OF LESSOR SECURITY AGREEMENT

Lessor: FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs
KG
Unsoldstraße 2
80538 Munchen
Germany

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131-2830

CHAPMAN AND CUTLER

Security Trustee: **First Security Bank, National Association,
as Security Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111**

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

A fee of one hundred fifty-six dollars (\$156.00) 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:

**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 LEASE AGREEMENT:**

Memorandum of Lease Agreement (BNSF 1999 A-1) between FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, dated June 28, 1999, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(2) **MEMORANDUM OF FIRST MORTGAGE:**

Memorandum of First Mortgage (BNSF 1999 A-1) between FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Mortgagor, Unsoldstraße 2, 80538 Munchen Germany, The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 28, 1999, covering the obligations of the Mortgagor and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

CHAPMAN AND CUTLER

(3) MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT:

Memorandum of Trust Indenture and Security Agreement (BNSF 1999 A-1) between The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 28, 1999, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(4) MEMORANDUM OF INDENTURE SUPPLEMENT NO. 1:

Memorandum of Indenture Supplement No. 1 (BNSF 1999 A-1) between FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 28, 1999, covering the obligations of the Mortgagor and the Lessee relating to diesel electric locomotives bearing road numbers listed in the exhibit attached thereto. The Memorandum of Indenture Supplement No. 1 is related to the Memorandum of Trust Indenture and Security Agreement between the Lessee and the Security Trustee, dated June 28, 1999, which is filed concurrently herewith.

(5) MEMORANDUM OF LESSEE MORTGAGE AGREEMENT:

Memorandum of Lessee Mortgage Agreement (BNSF 1999 A-1) between FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, dated June 28, 1999, relating to the Lessor's performance of its obligations as described in the Lessee Mortgage.

(6) MEMORANDUM OF LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security Agreement (BNSF 1999 A-1) between FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 28, 1999, relating to the Lessee's performance of its obligations as described in the Lessor Security Agreement.

CHAPMAN AND CUTLER

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

Sincerely,

CHAPMAN AND CUTLER

BY Karl T. Williams
Karl T. Williams

Enclosures

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	18	BNSF 8800 through BNSF 8814, inclusive; BNSF 9997 through BNSF 9999, inclusive