

CHAPMAN AND CUTLER

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September 28, 1998

50 South Main Street
Salt Lake City, Utah 84144
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RECORDATION NO. 21673 FILED

SEP 28 '98 4-45 PM

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 1998-H

RECORDATION NO. 21673-ABC FILED

SEP 28 '98 4-45 PM

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two 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 1998-H), dated as of September 29, 1998, 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 1998-H), dated as of September 29, 1998, between Wilmington Trust Company, as Owner Trustee (the "Owner Trustee"), and First Security Bank, National Association, as Indenture Trustee (the "Indenture Trustee").

The secondary documents are as follows:

B → (1) Memorandum of Lease Supplement No. 1 (BNSF 1998-H), dated as of September 29, 1998, between the Lessee and the Lessor; and

(2) Memorandum of Trust Indenture Supplement No. 1 (BNSF 1998-H), dated as of September 29, 1998, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 1 (BNSF 1998-H) and Memorandum of Trust Indenture Supplement No. 1 (BNSF 1998-H) are connected are the Memorandum of Equipment Lease Agreement (BNSF 1998-H) and the

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Memorandum of Trust Indenture and Security Agreement (BNSF 1998-H), respectively, referred to above, which are being submitted for recording concurrently therewith.

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
2650 Lou Menk Drive
Second Floor
Fort Worth, Texas 76131-2830

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: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

B → MEMORANDUM OF LEASE SUPPLEMENT NO. 1

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

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

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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: First Security Bank, National Association
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 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 Commission for recordation to:

Michael G. McGee, 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 1998-H) 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, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131-2830, dated as of September 29, 1998, covering the railroad rolling stock 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 1998-H) 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 First Security Bank, National Association, as Indenture Trustee, 79

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South Main Street, Salt Lake City, Utah 84111, dated as of September 29, 1998, covering the obligations of the Owner Trustee and the Lessee relating to railroad rolling stock bearing the reporting marks listed in the exhibit attached thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BNSF 1998-H) 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, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131-2830, dated as of September 29, 1998, covering railroad rolling stock 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, 1998, which is filed concurrently herewith.

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

Memorandum of Trust Indenture Supplement No. 1 (BNSF 1998-H) 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 First Security Bank, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated as of September 29, 1998, covering the obligations of the Owner Trustee and the Lessee relating to railroad rolling stock 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, 1998, which is filed concurrently herewith.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3767).

Sincerely,

CHAPMAN AND CUTLER

By Michael G. McGee
Michael G. McGee

MGM/b
Enclosure

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EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
5,161 Cubic Foot Covered Hopper Cars	800	BNSF _____ through BNSF _____, inclusive

MEMORANDUM OF LEASE SUPPLEMENT No. 1 SEP 28 '98 4-45 PM
(BNSF 1998-H)

Memorandum of Lease Supplement No. 1 made and entered into as of September 29, 1998 by and between Wilmington Trust Company, 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 ("Lessee").

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 1998-H) (the "Lease Agreement"), dated as of September 1, 1998, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement 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 Lease Supplement No. 1 (BNSF 1998-H), dated September 29, 1998, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad rolling stock 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, as Lessor

By [Signature]
Name: **Norma P. Closs**
Title: **Vice President**

Executed on this 22nd day of September, 1998.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By _____
Name: Linda J. Hurt
Title: Assistant Vice President-Finance and Assistant Treasurer

Executed on this ____ day of September, 1998.

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNSF 1998-H)**

Memorandum of Lease Supplement No. 1 made and entered into as of September 29, 1998 by and between Wilmington Trust Company, 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 ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 1998-H) (the "*Lease Agreement*"), dated as of September 1, 1998, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement 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 Lease Supplement No. 1 (BNSF 1998-H), dated September 29, 1998, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad rolling stock 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, as Lessor

By _____
Name:
Title:

Executed on this ____ day of September, 1998.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

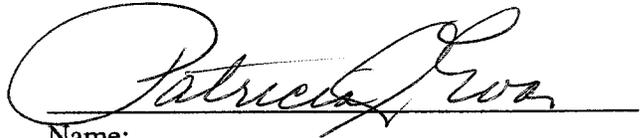
By Linda J. Hurt
Name: Linda J. Hurt
Title: Assistant Vice President-Finance
and Assistant Treasurer

Executed on this 22nd day of September, 1998.

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

On this, the 22nd day of September, 1998, before me, a Notary Public in and for said County and State, personally appeared Norma P. Closs, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on September 22nd, 1998 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: **PATRICIA A. EVANS**
NOTARY PUBLIC - DELAWARE
Residing in NEWARK DELAWARE **MY COMMISSION EXPIRES APR. 20, 1999**

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

On this, the _____ day of September, 1998, 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 September __, 1998 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 _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of September, 1998, 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 __, 1998 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 22ND day of September, 1998, before me, a Notary Public in and for said County and State, personally appeared Linda J. Hurt, who being by me duly sworn, says that she is the Assistant Vice President-Finance and Assistant Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on September 22, 1998 on behalf of said corporation by authority of its Board of Directors, and she 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. Schaeetzle
Name: DOROTHY V. SCHAETZLE
Notary Public
My Commission Expires: 11/20/00
Residing in Lake In The Hills

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
5,161 Cubic Foot Covered Hopper Cars	800	See Schedule attached hereto

SCHEDULE

Car Numbers				Number of Cars	<u>Cumulative</u>
BNSF	471504	through	BNSF 471505	2	2
BNSF	471508	through	BNSF --	1	3
BNSF	471512	through	BNSF 471513	2	5
BNSF	471517	through	BNSF --	1	6
BNSF	471524	through	BNSF 471527	4	10
BNSF	471529	through	BNSF 471530	2	12
BNSF	471534	through	BNSF 471536	3	15
BNSF	471538	through	BNSF --	1	16
BNSF	471543	through	BNSF 471546	4	20
BNSF	471555	through	BNSF --	1	21
BNSF	471579	through	BNSF --	1	22
BNSF	471585	through	BNSF --	1	23
BNSF	471603	through	BNSF --	1	24
BNSF	471605	through	BNSF 471607	3	27
BNSF	471613	through	BNSF --	1	28
BNSF	471627	through	BNSF --	1	29
BNSF	471667	through	BNSF 471668	2	31
BNSF	471693	through	BNSF 471699	7	38
BNSF	471701	through	BNSF 471703	3	41
BNSF	471706	through	BNSF --	1	42
BNSF	471708	through	BNSF --	1	43
BNSF	471710	through	BNSF 471719	10	53
BNSF	471721	through	BNSF --	1	54
BNSF	471723	through	BNSF 471726	4	58
BNSF	471728	through	BNSF 471729	2	60
BNSF	471731	through	BNSF 471734	4	64
BNSF	471757	through	BNSF 471758	2	66
BNSF	471760	through	BNSF --	1	67
BNSF	471762	through	BNSF --	1	68
BNSF	471769	through	BNSF --	1	69
BNSF	471778	through	BNSF --	1	70
BNSF	471790	through	BNSF --	1	71
BNSF	471795	through	BNSF 471796	2	73
BNSF	471800	through	BNSF 471802	3	76
BNSF	471805	through	BNSF 471817	13	89
BNSF	471819	through	BNSF 471830	12	101
BNSF	471832	through	BNSF --	1	102
BNSF	471835	through	BNSF 471839	5	107
BNSF	471841	through	BNSF --	1	108
BNSF	471843	through	BNSF 471844	2	110
BNSF	471846	through	BNSF --	1	111
BNSF	471848	through	BNSF --	1	112
BNSF	471855	through	BNSF --	1	113
BNSF	471858	through	BNSF --	1	114

BNSF	471892	through	BNSF	--	1	115
BNSF	471901	through	BNSF	--	1	116
BNSF	471903	through	BNSF	--	1	117
BNSF	471959	through	BNSF	--	1	118
BNSF	471961	through	BNSF	--	1	119
BNSF	471962	through	BNSF	--	1	120
BNSF	471963	through	BNSF	--	1	121
BNSF	471965	through	BNSF	--	1	122
BNSF	471966	through	BNSF	--	1	123
BNSF	471971	through	BNSF	--	1	124
BNSF	471977	through	BNSF	--	1	125
BNSF	471981	through	BNSF	471982	2	127
BNSF	471984	through	BNSF	--	1	128
BNSF	471987	through	BNSF	--	1	129
BNSF	471991	through	BNSF	471992	2	131
BNSF	471994	through	BNSF	--	1	132
BNSF	471997	through	BNSF	--	1	133
BNSF	472004	through	BNSF	--	1	134
BNSF	472011	through	BNSF	--	1	135
BNSF	472016	through	BNSF	--	1	136
BNSF	472021	through	BNSF	--	1	137
BNSF	472028	through	BNSF	472029	2	139
BNSF	472046	through	BNSF	--	1	140
BNSF	472058	through	BNSF	--	1	141
BNSF	472064	through	BNSF	472065	2	143
BNSF	472171	through	BNSF	--	1	144
BNSF	472269	through	BNSF	--	1	145
BNSF	472278	through	BNSF	472285	8	153
BNSF	472287	through	BNSF	--	1	154
BNSF	472289	through	BNSF	472292	4	158
BNSF	472305	through	BNSF	472306	2	160
BNSF	472309	through	BNSF	--	1	161
BNSF	472314	through	BNSF	472315	2	163
BNSF	472317	through	BNSF	472322	6	169
BNSF	472324	through	BNSF	--	1	170
BNSF	472326	through	BNSF	472333	8	178
BNSF	472335	through	BNSF	472337	3	181
BNSF	472339	through	BNSF	472351	13	194
BNSF	472353	through	BNSF	472354	2	196
BNSF	472357	through	BNSF	--	1	197
BNSF	472362	through	BNSF	472370	9	206
BNSF	472372	through	BNSF	--	1	207
BNSF	472374	through	BNSF	472376	3	210
BNSF	472380	through	BNSF	472381	2	212
BNSF	472383	through	BNSF	472385	3	215
BNSF	472388	through	BNSF	472389	2	217
BNSF	472503	through	BNSF	--	1	218
BNSF	472552	through	BNSF	--	1	219
BNSF	472566	through	BNSF	--	1	220
BNSF	472594	through	BNSF	--	1	221

BNSF	472604	through	BNSF	472626	23	244
BNSF	472628	through	BNSF	472637	10	254
BNSF	472639	through	BNSF	472653	15	269
BNSF	472655	through	BNSF	472657	3	272
BNSF	472773	through	BNSF	472799	27	299
BNSF	472807	through	BNSF	---	1	300
BNSF	472811	through	BNSF	---	1	301
BNSF	472815	through	BNSF	472816	2	303
BNSF	472821	through	BNSF	---	1	304
BNSF	472824	through	BNSF	---	1	305
BNSF	472826	through	BNSF	---	1	306
BNSF	472828	through	BNSF	---	1	307
BNSF	472830	through	BNSF	472837	8	315
BNSF	472840	through	BNSF	472845	6	321
BNSF	472848	through	BNSF	472850	3	324
BNSF	472852	through	BNSF	472856	5	329
BNSF	472881	through	BNSF	---	1	330
BNSF	472886	through	BNSF	---	1	331
BNSF	472901	through	BNSF	472902	2	333
BNSF	472906	through	BNSF	472907	2	335
BNSF	472910	through	BNSF	472972	63	398
BNSF	472974	through	BNSF	472981	8	406
BNSF	472983	through	BNSF	472986	4	410
BNSF	472988	through	BNSF	473045	58	468
BNSF	473047	through	BNSF	473326	280	748
BNSF	473328	through	BNSF	473329	2	750
BNSF	473332	through	BNSF	473335	4	754
BNSF	473337	through	BNSF	473338	2	756
BNSF	473340	through	BNSF	473369	30	786
BNSF	473380	through	BNSF	---	1	787
BNSF	473384	through	BNSF	473385	2	789
BNSF	473387	through	BNSF	---	1	790
BNSF	473391	through	BNSF	---	1	791
BNSF	473395	through	BNSF	473397	3	794
BNSF	473409	through	BNSF	---	1	795
BNSF	473415	through	BNSF	---	1	796
BNSF	473418	through	BNSF	---	1	797
BNSF	473424	through	BNSF	---	1	798
BNSF	473426	through	BNSF	473427	2	800