

CHAPMAN AND CUTLER

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December 29, 1998

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

RECORDATION NO. 21903 FILED

DEC 29 '98 11-30 AM

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-J

RECORDATION NO. 21903-ABS FILED
DEC 29 '98 11-30 AM

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 1998-J), dated as of December 30, 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-J), dated as of December 30, 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:

- (1) Memorandum of Lease Supplement No. 1 (BNSF 1998-J), dated as of December 30, 1998, between the Lessee and the Lessor; and
- (2) Memorandum of Trust Indenture Supplement No. 1 (BNSF 1998-J), dated as of December 30, 1998, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 1 (BNSF 1998-J) and Memorandum of Trust Indenture Supplement No. 1 (BNSF 1998-J) are connected are the Memorandum of Equipment Lease Agreement (BNSF 1998-J) and the Memorandum of Trust Indenture and Security Agreement (BNSF 1998-J), respectively, referred to above, which are being submitted for recording concurrently therewith.

Handwritten notes:
F.S.
Counterparts -

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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

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

Law Offices of
CHAPMAN AND CUTLER

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 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 1998-J) 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 December 30, 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-J) 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

CHAPMAN AND CUTLER

South Main Street, Salt Lake City, Utah 84111, dated as of December 30, 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-J) 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 December 30, 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 December 30, 1998, which is filed concurrently herewith.

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

Memorandum of Trust Indenture Supplement No. 1 (BNSF 1998-J) 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 December 30, 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 December 30, 1998, which is filed concurrently herewith.

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

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
Dash 9-44 CW Diesel Electric Locomotives	101	BNSF 4866, BNSF 4872, BNSF 4873, BNSF 4881 through BNSF 4978, inclusive
5,161 Cubic Foot Covered Hopper Cars	200	SEE SCHEDULE A ATTACHED HERETO
66 Foot Gondola Cars	400	BNSF 518000 through BNSF 518399, inclusive
3,500 Cubic Foot Covered Hopper Cars	350	BNSF 409000 through BNSF 409349, inclusive

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Schedule A

GRAIN CARS

		Car Numbers			Number of Cars	Cumulative
BNSF	472338	through	BNSF	---	1	1
BNSF	472800	through	BNSF	---	1	2
BNSF	472802	through	BNSF	472806	5	7
BNSF	472808	through	BNSF	472810	3	10
BNSF	472812	through	BNSF	472814	3	13
BNSF	472817	through	BNSF	472820	4	17
BNSF	472822	through	BNSF	472823	2	19
BNSF	472825	through	BNSF	---	1	20
BNSF	472827	through	BNSF	---	1	21
BNSF	472829	through	BNSF	---	1	22
BNSF	472838	through	BNSF	472839	2	24
BNSF	472846	through	BNSF	472847	2	26
BNSF	472851	through	BNSF	---	1	27
BNSF	472857	through	BNSF	472859	3	30
BNSF	472861	through	BNSF	472862	2	32
BNSF	472864	through	BNSF	472866	3	35
BNSF	472868	through	BNSF	472875	8	43
BNSF	472877	through	BNSF	472879	3	46
BNSF	472882	through	BNSF	---	1	47
BNSF	472884	through	BNSF	472885	2	49
BNSF	472887	through	BNSF	472892	6	55
BNSF	472894	through	BNSF	---	1	56
BNSF	472896	through	BNSF	472897	2	58
BNSF	472899	through	BNSF	---	1	59
BNSF	472904	through	BNSF	472905	2	61
BNSF	472908	through	BNSF	472909	2	63
BNSF	472973	through	BNSF	---	1	64
BNSF	472982	through	BNSF	---	1	65
BNSF	472987	through	BNSF	---	1	66
BNSF	473046	through	BNSF	---	1	67
BNSF	473327	through	BNSF	---	1	68
BNSF	473330	through	BNSF	473331	2	70
BNSF	473336	through	BNSF	---	1	71
BNSF	473339	through	BNSF	---	1	72
BNSF	473370	through	BNSF	473379	10	82
BNSF	473381	through	BNSF	473383	3	85
BNSF	473386	through	BNSF	---	1	86
BNSF	473388	through	BNSF	473390	3	89
BNSF	473392	through	BNSF	473394	3	92
BNSF	473398	through	BNSF	473408	11	103
BNSF	473410	through	BNSF	473414	5	108
BNSF	473416	through	BNSF	473417	2	110
BNSF	473419	through	BNSF	473423	5	115
BNSF	473425	through	BNSF	---	1	116
BNSF	473428	through	BNSF	473503	76	192
BNSF	473507	through	BNSF	---	1	193
BNSF	473511	through	BNSF	---	1	194
BNSF	473515	through	BNSF	473516	2	196
BNSF	473521	through	BNSF	473524	4	200

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord

Date: 12/29/98

Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

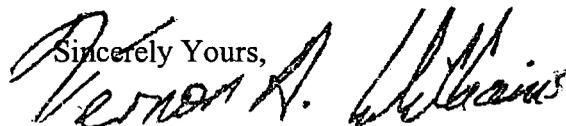
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/29/98 at 11:30 AM, and

assigned recordation number(s). W-54, 21902, 21903, 21903-A, 21903-B, 21903-C,
21903-D, 21904, 21904-A, 21904-B, 21904-C, 21904-D,
20249-F, 20846-E, 20846-F and 21665-A.

Sincerely Yours,



Vernon A. Williams

Enclosure(s) (16)

416.00

\$ _____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____



DEC 29 '98 11-30 AM

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(BNSF 1998-J)

Memorandum of Trust Indenture and Security Agreement, made and entered into as of December 30, 1998, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and First Security Bank, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1998-J), dated as of November 1, 1998 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest in certain railroad rolling stock bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

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: **JAMES P. LAWLER**
Title: **Vice President**

Executed on this 10th day of December, 1998.

FIRST SECURITY BANK, NATIONAL ASSOCIATION

By _____
Name:
Title:

Executed on this ___ day of December, 1998.

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(BNSF 1998-J)**

Memorandum of Trust Indenture and Security Agreement, made and entered into as of December 30, 1998, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and First Security Bank, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1998-J), dated as of November 1, 1998 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest in certain railroad rolling stock bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

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 December, 1998.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By DeAnn Madsen
Name: **DeAnn Madsen**
Title: **Assistant Trust Officer**

Executed on this 10th day of December, 1998.

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

On this, the 10th day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the ~~Vice President~~ of WILMINGTON TRUST COMPANY, that said instrument was signed on December 14 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.

Kathleen A. Pedelini
Name: **KATHLEEN A. PEDELINI**
Notary Public **NOTARY PUBLIC-DELAWARE**
My Commission Expires **Oct. 31, 2002**
Residing in _____

STATE OF _____)
COUNTY OF _____) SS.:

On this, the _____ day of December, 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 December __, 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 December, 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 December __, 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 Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 10th day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared DeAnn Madsen, who being by me duly sworn, says that (s)he is the ~~Assistant Trust Officer~~ of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December 1^o, 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.

Tamara Beck

Name:
Notary Public
My Commission Expires: Utah
Residing in _____

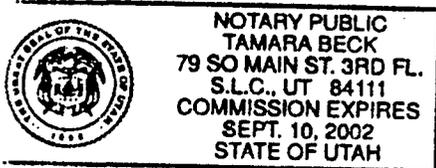


EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
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Schedule A

GRAIN CARS

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BNSF	473339	through	BNSF	--	1	72
BNSF	473370	through	BNSF	473379	10	82
BNSF	473381	through	BNSF	473383	3	85
BNSF	473386	through	BNSF	--	1	86
BNSF	473388	through	BNSF	473390	3	89
BNSF	473392	through	BNSF	473394	3	92
BNSF	473398	through	BNSF	473408	11	103
BNSF	473410	through	BNSF	473414	5	108
BNSF	473416	through	BNSF	473417	2	110
BNSF	473419	through	BNSF	473423	5	115
BNSF	473425	through	BNSF	--	1	116
BNSF	473428	through	BNSF	473503	76	192
BNSF	473507	through	BNSF	--	1	193
BNSF	473511	through	BNSF	--	1	194
BNSF	473515	through	BNSF	473516	2	196
BNSF	473521	through	BNSF	473524	4	200