

# CHAPMAN AND CUTLER

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1879-1959

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December 29, 1998

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Phoenix, Arizona 85004  
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50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

RECORDATION NO. 21904-D 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-K

Dear Mr. Williams:

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

The enclosed document is as follows:

Memorandum of Lease Assignment (BNSF 1998-K), dated as of December 30, 1998, among First Security Bank, National Association, as indenture trustee (the "Indenture Trustee" or the "Assignee"), and Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "Owner Trustee" or the "Assignor").

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

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

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

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-six dollars (\$26.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and

*Chapman and Cutler*

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recordation of the enclosed document and return the original and any extra copies of such document 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 the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNSF 1998-K) among First Security Bank, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111 and Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, dated as of December 30, 1998, covering certain railroad rolling stock having the reporting marks listed therein. This document relates to the Memorandum of Equipment Lease Agreement, dated as of December 30, 1998, the Memorandum of Trust Indenture and Security Agreement, dated as of December 30, 1998, the Memorandum of Trust Indenture Supplement No. 1, dated as of December 30, 1998, and the Memorandum of Lease Supplement No. 1, dated as of December 30, 1998, which were recorded with the Surface Transportation Board on December 29, 1998 at 11:30 a.m. under recordation numbers 21904, 21904A, 21904C and 21904D, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

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

## CHAPMAN AND CUTLER

## EXHIBIT A

## UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Rapid Discharge Coal Cars	120	BNSF 650595 through BNSF 650713, inclusive BNSF 699604
Double Stack Cars	200	BNSF 240382, BNSF 240398, BNSF 240407, BNSF 240417, BNSF 240429, BNSF 240450, BNSF 240454, BNSF 240485, BNSF 240519, BNSF 240521, BNSF 240532, BNSF 240540, BNSF 240560, BNSF 240564, BNSF 240568, BNSF 240572, BNSF 240578, BNSF 240592, BNSF 240620, BNSF 240644, BNSF 240700 through BNSF 240879, inclusive

DEC 29 '98

11-30 AM

MEMORANDUM OF LEASE ASSIGNMENT  
(BNSF 1998-K)

Memorandum of Lease Assignment, 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:

1. The Owner Trustee and The Burlington Northern and Santa Fe Railway Company ("*Lessee*") have entered into an Equipment Lease Agreement (BNSF 1998-K), dated as of November 1, 1998, and Lease Supplement No. 1 thereto, dated December 30, 1998, covering certain railroad rolling stock bearing reporting marks as listed on Exhibit A attached hereto.

2. Memoranda of said Equipment Lease Agreement and of said Lease Supplement No. 1 were recorded with the Surface Transportation Board on December 29, 1998 at 11:30 a.m. under recordation numbers 21904 and 21904B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1998-K), dated as of November 1, 1998, and Trust Indenture Supplement No. 1 thereto, dated December 30, 1998, pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to First Security Bank, National Association, as Indenture Trustee.

4. Memoranda of said Trust Indenture and Security Agreement and of said Trust Indenture Supplement No. 1 were recorded with the Surface Transportation Board on December 29, 1998 at 11:30 a.m. under recordation numbers 21904A and 21904C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on 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 10<sup>th</sup> day of December, 1998.

FIRST SECURITY BANK, NATIONAL ASSOCIATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_ day of December, 1998.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on 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

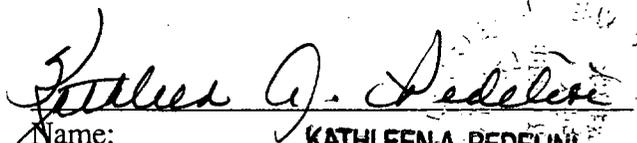
By DeAnn Madsen  
Name: **DeAnn Madsen**  
Title: **Assistant Trust Officer**

Executed on this 10<sup>th</sup> day of December, 1998.

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

On this, the 10<sup>th</sup> 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 10, 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: KATHLEEN A. PEDELINI  
Notary Public **NOTARY PUBLIC-DELAWARE**  
My Commission My Commission Expires Oct. 31, 2002  
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 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 \_\_\_\_\_



EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Rapid Discharge Coal Cars	120	BNSF 650595 through BNSF 650713, inclusive, BNSF 699604
Double Stack Cars	200	BNSF 240382, BNSF 240398, BNSF 240407, BNSF 240417, BNSF 240429, BNSF 240450, BNSF 240454, BNSF 240485, BNSF 240519, BNSF 240521, BNSF 240532, BNSF 240540, BNSF 240560, BNSF 240564, BNSF 240568, BNSF 240572, BNSF 240578, BNSF 240592, BNSF 240620, BNSF 240644, BNSF 240700 through BNSF 240879, inclusive