

Law Offices of

CHAPMAN AND CUTLER

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June 27, 2001

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50 South Main Street
Salt Lake City, Utah 84144
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Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 23528-C FILED
JUN 27 '01 5-07 PM
SURFACE TRANSPORTATION BOARD

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 2001-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 the Memorandum of Trust Indenture Supplement No. 1 (BNSF 2001-C), dated as of June 28, 2001, between the Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*") and Allfirst Bank, as Indenture Trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2001-C), dated as of June 28, 2001, between The Burlington Northern and Santa Fe Railway Company, as lessee (the "*Lessee*") and Wilmington Trust Company, as Lessor which is being submitted for recording concurrently therewith.

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

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 equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 225 Grain Covered Hopper Cars bearing the reporting marks within the series BNSF 476711 through BNSF 476968; 220 Sugar Hopper Cars bearing the reporting marks within the series BNSF 450410 through BNSF 450649; 100 5 Well Double Stack Cars bearing the reporting marks within the series BNSF 237300 through 237399, inclusive; 15 Dash

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9-44 CW Diesel Locomotives bearing the reporting marks within the series BNSF 5353 through 5367, inclusive; and 5 SD70MAC Diesel Electric Locomotives bearing the reporting marks within the series BNSF 8985 through BNSF 8985, inclusive; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement No. 1 (BNSF 2001-C) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee and Allfirst Bank, as Indenture Trustee.

A fee of twenty-eight dollars (\$28.00) 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 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:

Robert Alvord
Alvord and Alvord
1600 K Street, N.W.
Suite 200
Washington, D.C 20016-2973

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

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Grain Covered Hopper Cars	225	BNSF 476711 through BNSF 476719, inclusive, BNSF 476753 through BNSF 476968, inclusive
Sugar Hopper Cars	220	BNSF 450410 through BNSF 450411, inclusive, BNSF 450425, BNSF 450431, BNSF 450434 through BNSF 450649, inclusive
5 Well Double Stack Cars	100	BNSF 237300 through BNSF 237399, inclusive
Dash 9-44 CW Diesel Electric Locomotives	15	BNSF 5353 through BNSF 5367, inclusive
SD70MAC Diesel Electric Locomotives	5	BNSF 8985 through BNSF 8989, inclusive

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BNSF 2001-C)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of June ~~28~~, 2001, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee"), and Allfirst Bank, a Maryland banking corporation, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2001-C), dated as of June 1, 2001 (the "Trust Indenture"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture 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 Trust Indenture Supplement No. 1 (BNSF 2001-C), dated June ~~28~~, 2001, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment 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

By *Amita Dallago*
Name: *Amita Dallago*
Title: *Manager, Services Office*

Executed on this 20th day of June, 2001.

ALLFIRST BANK

By _____
Name:
Title:

Executed on this ____ day of June, 2001.

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BNSF 2001-C)**

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WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2001-C), dated as of June 1, 2001 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture 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 Trust Indenture Supplement No. 1 (BNSF 2001-C), dated June 28, 2001, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment 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

By _____
Name:
Title:

Executed on this ____ day of June, 2001.

ALLFIRST BANK

By Robert D. Brown
Name: ROBERT D. BROWN
Title: VICE PRESIDENT

Executed on this 20th day of June, 2001.

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

On this, the 26th day of June, 2001, before me, a Notary Public in and for said County and State, personally appeared Anita E. Dallo, who being by me duly sworn, says that (s)he is the Financial Services Officer of ALLFIRST TRUST COMPANY, that said instrument was signed on June 26, 2001 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.

Janel R. Havrilla
Name JANEL R. HAVRILLA
Notary Public NOTARY PUBLIC-DELAWARE
My Commission Expires Feb. 2, 2005
Residing in Wilmington DE

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

On this, the _____ day of June, 2001, 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 ALLFIRST BANK, that said instrument was signed on June __, 2001 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 _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of June, 2001, 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 June __, 2001 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 Maryland)
) SS.:
~~COUNTY~~ ^{City} OF Baltimore)

On this, the 20th day of June, 2001, before me, a Notary Public in and for said ~~County~~ ^{City} and State, personally appeared Robert D. Brown, who being by me duly sworn, says that (s)he is the Vice President of ALLFIRST BANK, that said instrument was signed on June 20, 2001 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.

Deborah K. Baultz
Name:
Notary Public
My Commission Expires: 4/13/2002
Residing in Baltimore, MD

EXHIBIT A

UNITS

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Sugar Hopper Cars	220	BNSF 450410 through BNSF 450411, inclusive, BNSF 450425, BNSF 450431, BNSF 450434 through BNSF 450649, inclusive
5 Well Double Stack Cars	100	BNSF 237300 through BNSF 237399, inclusive
Dash 9-44 CW Diesel Electric Locomotives	15	BNSF 5353 through BNSF 5367, inclusive
SD70MAC Diesel Electric Locomotives	5	BNSF 8985 through BNSF 8989, inclusive