

Law Offices of

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September 26 2001

RECORDATION NO. 23670-C FILED

SEP 26 '01 11:04 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 2001-D

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-D), dated as of September 27, 2001, between the Wells Fargo Bank Northwest, N.A., 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-D), dated as of September 27, 2001, between The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee") and Wells Fargo Bank Northwest, N.A., 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: Wells Fargo Bank Northwest, N.A.
213 Court Street - Suite 902
Middletown, Connecticut 06457
Attention: Vice President-Corporate Trust Services

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 consists of 38 Dash 9-44 CW Diesel Electric Locomotives bearing the reporting marks within the series BNSF 5270 through BNSF 5311, 150 5 Well Double Stack Cars bearing the reporting marks within the series BNSF 237400 through BNSF 237549, 50 50 Foot Boxcars bearing the reporting marks within the series BNSF 728400 through BNSF 728463

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and 20 60 Foot Boxcars Cars bearing the reporting marks within the series BNSF 760771 through BNSF 760805; 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-D) between Wells Fargo Bank Northwest, N.A., 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/lt
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	38	BNSF 5270 through BNSF 5305, inclusive, BNSF 5309 BNSF 5311
5 Well Double Stack Cars	150	BNSF 237400 through BNSF 237549, inclusive
50 Foot Boxcars	50	BNSF 728400 through BNSF 728401, inclusive, BNSF 728403, BNSF 728405, BNSF 728407 through BNSF 728426, inclusive, BNSF 728428 through BNSF 728441, inclusive, BNSF 728443 through BNSF 728448, inclusive, BNSF 728458 through BNSF 728463, inclusive
60 Foot Boxcars	20	BNSF 760771, BNSF 760778 through BNSF 760779, inclusive, BNSF 760784 through BNSF 760786, inclusive, BNSF 760788 through BNSF 760790, inclusive, BNSF 760792 through BNSF 760794, inclusive, BNSF 760797 through BNSF 760799, inclusive, BNSF 760801 through BNSF 760805, inclusive

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

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of September ~~27~~, 2001, by and between Wells Fargo Bank Northwest, N.A., a national banking association, 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-D), dated as of September 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.

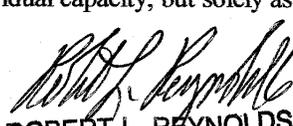
2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BNSF 2001-D), dated September ~~27~~, 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.

WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity, but solely as Owner Trustee

By

Name: 
Title: ROBERT L. REYNOLDS
VICE PRESIDENT

Executed on this 20th day of September, 2001.

ALLFIRST BANK

By

Name:
Title:

Executed on this ____ day of September, 2001.

RECORDATION NO. 03670-C FILED

SEP 26 '01 11:14 AM

SURFACE TRANSPORTATION BOARD

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

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of September ~~27~~, 2001, by and between Wells Fargo Bank Northwest, N.A., a national banking association, 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-D), dated as of September 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-D), dated September ~~27~~, 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.

WELLS FARGO BANK NORTHWEST, N.A., not in
its individual capacity, but solely as Owner
Trustee

By
Name:
Title:

Executed on this ____ day of September, 2001.

ALLFIRST BANK

By 
Name: ROBERT D. BROWN
Title: VICE PRESIDENT

Executed on this 27th day of September, 2001.

STATE OF Connecticut)
)
) SS.: Middletown
COUNTY OF Middlesex)

On this, the 20th day of September, 2001, before me, a Notary Public in and for said County and State, personally appeared Robert L. Reynolds, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on September 20, 2001 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.

Sheila H. Jones
Name:
Notary Public
My Commission Expires:
Residing in Middletown, CT

STATE OF _____)
)
) SS.: **SHEILA H. JONES**
COUNTY OF _____) **NOTARY PUBLIC**
 MY COMMISSION EXPIRES MAY 31, 2002

On this, the _____ day of September, 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 September ____, 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 September, 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 WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on September ____, 2001 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 Maryland)
City) SS.:
COUNTY OF Baltimore)

On this, the 20th day of September, 2001, before me, a Notary Public in and for said County 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 September 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. Bailey
Name:
Notary Public
My Commission Expires: 4/13/2003
Residing in Maryland

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	38	BNSF 5270 through BNSF 5305, inclusive, BNSF 5309 BNSF 5311
5 Well Double Stack Cars	150	BNSF 237400 through BNSF 237549, inclusive
50 Foot Boxcars	50	BNSF 728400 through BNSF 728401, inclusive, BNSF 728403, BNSF 728405, BNSF 728407 through BNSF 728426, inclusive, BNSF 728428 through BNSF 728441, inclusive, BNSF 728443 through BNSF 728448, inclusive, BNSF 728458 through BNSF 728463, inclusive
60 Foot Boxcars	20	BNSF 760771, BNSF 760778 through BNSF 760779, inclusive, BNSF 760784 through BNSF 760786, inclusive, BNSF 760788 through BNSF 760790, inclusive, BNSF 760792 through BNSF 760794, inclusive, BNSF 760797 through BNSF 760799, inclusive, BNSF 760801 through BNSF 760805, inclusive