

Law Offices of

CHAPMAN AND CUTLER

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December 21, 2001

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

RECORDATION NO. 23670 F SUB  
DEC 21 '01 2-43 PM  
SURFACE TRANSPORTATION BOARD

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. 2 (BNSF 2001-D), dated as of December 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 Lessor and Lessee which was recorded on September 26, 2001 at 10:41 A.M. under recordation number 23670.

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 Lease Supplement No. 2 consists of 50 5 Well Double Stack Cars bearing the reporting marks within the series BNSF 237550 through BNSF 237599, 260 Refrigerated Boxcars bearing the reporting marks within the series BNSF 793110 through BNSF 793391, 260 50 Foot Boxcars bearing the reporting marks within the series BNSF 728402 through BNSF

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728714 and 80 60 Foot Boxcars Cars bearing the reporting marks within the series BNSF 760770 through BNSF 760869; 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. 2 (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 Williams  
Karl T. Williams

KTW/lt  
Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
5 Well Double Stack Cars	50	BNSF 237550 through BNSF 237599, inclusive
Refrigerated Boxcars	260	BNSF 793110 through BNSF 793112, inclusive, BNSF 793114 through BNSF 793116, inclusive, BNSF 793118 through BNSF 793147, inclusive, BNSF 793149 through BNSF 793175, inclusive, BNSF 793177 through BNSF 793196, inclusive, BNSF 793198 through BNSF 793202, inclusive, BNSF 793204, BNSF 793208, BNSF 793211 through BNSF 793212, inclusive, BNSF 793214, BNSF 793217, BNSF 793221, BNSF 793223 through BNSF 793369, inclusive, BNSF 793371 through BNSF 793379, inclusive, BNSF 793381 through BNSF 793382, inclusive, BNSF 793385 through BNSF 793391, inclusive.

EQUIPMENT	QUANTITY	REPORTING MARKS
50 Foot Boxcars	260	BNSF 728402, BNSF 728404, BNSF 728406, BNSF 728427, BNSF 728442, BNSF 728449 through BNSF 728457, inclusive, BNSF 728464 through BNSF 728587, inclusive, BNSF 728589 through BNSF 728653, inclusive, BNSF 728655 through BNSF 728693, inclusive, BNSF 728695, BNSF 728697 through BNSF 728701, inclusive, BNSF 728703 through BNSF 728714, inclusive.
60 Foot Boxcars	80	BNSF 760770, BNSF 760772 through BNSF 760777, inclusive, BNSF 760780 through BNSF 760783, inclusive, BNSF 760787, BNSF 760791, BNSF 760795 through BNSF 760796, inclusive, BNSF 760800, BNSF 760806 through BNSF 760869, inclusive.

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2  
(BNSF 2001-D)**

Memorandum of Trust Indenture Supplement No. 2, made and entered into as of December 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 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 26, 2001.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 2 (BNSF 2001-D), dated December 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

RECORDATION NO. 23670-F FILED

DEC 21 '01

2-43 PM

SURFACE TRANSPORTATION BOARD

By   
Name: BRET R. KING  
Title: VICE PRESIDENT

Executed on this 20<sup>th</sup> day of December, 2001.

ALLFIRST BANK

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

Executed on this \_\_\_\_ day of December, 2001.

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2  
(BNSF 2001-D)**

Memorandum of Trust Indenture Supplement No. 2, made and entered into as of December 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 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 26, 2001.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 2 (BNSF 2001-D), dated December 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 December, 2001.

ALLFIRST BANK

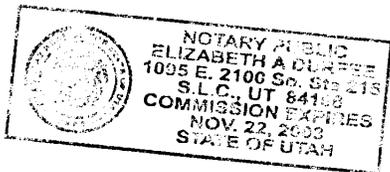
By Robert D. Brown  
Name: ROBERT D. BROWN  
Title: VICE PRESIDENT

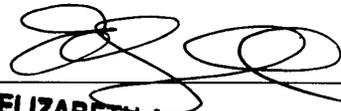
Executed on this 20<sup>th</sup> day of December, 2001.

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 20<sup>th</sup> day of December, 2001, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, 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 December 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.



  
Name ELIZABETH A. DURFEE  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of December, 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 December \_\_, 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 December, 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 December \_\_\_\_, 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 20<sup>th</sup> day of December, 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 December 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: 4/13/2002  
Residing in Baltimore Maryland

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
5 Well Double Stack Cars	50	BNSF 237550 through BNSF 237599, inclusive
Refrigerated Boxcars	260	BNSF 793110 through BNSF 793112, inclusive, BNSF 793114 through BNSF 793116, inclusive, BNSF 793118 through BNSF 793147, inclusive, BNSF 793149 through BNSF 793175, inclusive, BNSF 793177 through BNSF 793196, inclusive, BNSF 793198 through BNSF 793202, inclusive, BNSF 793204, BNSF 793208, BNSF 793211 through BNSF 793212, inclusive, BNSF 793214, BNSF 793217, BNSF 793221, BNSF 793223 through BNSF 793369, inclusive, BNSF 793371 through BNSF 793379, inclusive, BNSF 793381 through BNSF 793382, inclusive, BNSF 793385 through BNSF 793391, inclusive.

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60 Foot Boxcars	80	BNSF 760770, BNSF 760772 through BNSF 760777, inclusive, BNSF 760780 through BNSF 760783, inclusive, BNSF 760787, BNSF 760791, BNSF 760795 through BNSF 760796, inclusive, BNSF 760800, BNSF 760806 through BNSF 760869, inclusive.