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January 21 2005

RECORDATION NO. 18618-9 FILED

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

JAN 27 '05 3-4 5 PM

SURFACE TRANSPORTATION BOARD

Re: Refinancing of 1993 BNSF Railway Company  
Leveraged Lease Financing of Railcars (BN 1993-A)

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 (BN 1993-A), dated as of February 2, 2005, between the Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "Owner Trustee") and U.S. Bank National Association, 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 Equipment Lease Agreement (BN 1993-A), dated as of December 10, 1993, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "Lessee") and Wilmington Trust Company, as Owner Trustee, as Lessor which was recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on December 21, 1993 at 10:45 A.M. under recordation number 18618.

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 (BN 1993-A)

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Indenture Trustee: U.S. Bank National Association  
Goodwin Square  
225 Asylum Street  
Hartford, Connecticut 06103  
Attention: Corporate Trust Services (BN 1993-A)

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 135 Five-Platform, Articulated Double Stack Container Cars bearing the reporting marks within the series BNSF 240040 through BNSF 240177 and BN 64134 and 95 Three-Unit, Drawbar-Connected, Double Stack Container Cars bearing the reporting marks within the series BN 64233 through BN 64326 and BNSF 230038 through BNSF 230137; 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 (BN 1993-A) between Wilmington Trust Company, not in its individual capacity, but solely as owner trustee and U.S. Bank National Association, as Indenture Trustee.

A fee of thirty-two dollars (\$32.00) 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, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Five-Platform, Articulated Double Stack Container Cars	135	BN 64134; BNSF 240040 through BNSF 240083, inclusive; BNSF 240085 through BNSF 240089, inclusive; BNSF 240091 through BNSF 240143, inclusive; BNSF 240145 through BNSF 240166, inclusive; BNSF 240168 through BNSF 240177, inclusive
Three-Unit, Drawbar-Connected, Double Stack Container Cars	95	BN 64233; BN 64238; BN 64244; BN 64261; BN 64279; BN 64299; BN 64301; BN 64305; BN 64326; BNSF 230038 through BNSF 230042, inclusive; BNSF 230044 through BNSF 230047, inclusive; BNSF 230049 through BNSF 230053, inclusive; BNSF 230055 through BNSF 230062, inclusive; BNSF 230064 through BNSF 230070, inclusive; BNSF 230072 through BNSF 230088, inclusive; BNSF 230090 through BNSF 230105, inclusive; BNSF 230107 through BNSF 230108, inclusive; BNSF 230110; BNSF 230112 through BNSF 230114, inclusive;

EQUIPMENT

QUANTITY

REPORTING MARKS

BNSF 230116 through  
BNSF 230126, inclusive;  
BNSF 230128 through  
BNSF 230130, inclusive;  
BNSF 230132;  
BNSF 230134 through  
BNSF 230135, inclusive;  
BNSF 230137

RECORDATION NO. 18618-9 FRED

JAN 27 '05

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MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BN 1993-A)

SURFACE TRANSPORTATION BOARD

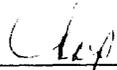
Memorandum of Trust Indenture Supplement No. 1, made and entered into as of February 2, 2005, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") under the Amended and Restated Trust Agreement (BN 1993-A) dated as of February 2, 2005 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and U.S. Bank National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1993-A), dated as of February 2, 2005 (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 (BN 1993-A), dated February 2, 2005, 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: **Kathleen A. Pedell**  
Financial Services Officer

Executed on this 24<sup>th</sup> day of January, 2005.

U.S. BANK NATIONAL ASSOCIATION, as Indenture Trustee

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_ day of January, 2005.

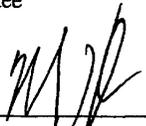
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

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

Executed on this \_\_\_\_ day of January, 2005.

U.S. BANK NATIONAL ASSOCIATION, as Indenture Trustee

By  \_\_\_\_\_  
Name: MICHAEL M. HOPKINS  
Title: VICE PRESIDENT

Executed on this 25 day of January, 2005.

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

On this, the 24<sup>th</sup> day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared Kathleen A. Pedefini, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on January 24, 2005 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.

Kim Carroll  
Name: **KIM CARROLL**  
Notary Public **Notary Public - State of Delaware**  
My Commission Expires **My Comm. Expires May 28, 2006**  
Residing in \_\_\_\_\_

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

On this, the \_\_\_\_ day of January, 2005, 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 U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on January \_\_\_\_, 2005 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 January, 2005, 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 January \_\_\_\_, 2005 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 Connecticut )  
 ) SS.:  
COUNTY OF Hartford )

On this, the 25 day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on January 25, 2005 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.

Susan P. McNally  
Name:  
Notary Public  
My Commission Expires:  
Residing in Vernon, CT

SUSAN P. McNALLY  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 2005

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Five-Platform, Articulated Double Stack Container Cars	135	BN 64134; BNSF 240040 through BNSF 240083, inclusive; BNSF 240085 through BNSF 240089, inclusive; BNSF 240091 through BNSF 240143, inclusive; BNSF 240145 through BNSF 240166, inclusive; BNSF 240168 through BNSF 240177, inclusive
Three-Unit, Drawbar-Connected, Double Stack Container Cars	95	BN 64233; BN 64238; BN 64244; BN 64261; BN 64279; BN 64299; BN 64301; BN 64305; BN 64326; BNSF 230038 through BNSF 230042, inclusive; BNSF 230044 through BNSF 230047, inclusive; BNSF 230049 through BNSF 230053, inclusive; BNSF 230055 through BNSF 230062, inclusive; BNSF 230064 through BNSF 230070, inclusive; BNSF 230072 through BNSF 230088, inclusive; BNSF 230090 through BNSF 230105, inclusive; BNSF 230107 through BNSF 230108, inclusive; BNSF 230110; BNSF 230112 through BNSF 230114, inclusive;

EQUIPMENT

QUANTITY

REPORTING MARKS

BNSF 230116 through  
BNSF 230126, inclusive;  
BNSF 230128 through  
BNSF 230130, inclusive;  
BNSF 230132;  
BNSF 230134 through  
BNSF 230135, inclusive;  
BNSF 230137