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January <sup>21</sup>, 2005

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

RECORDATION NO. 18620-F FILED

JAN 27 '05 4-20PM

SURFACE TRANSPORTATION BOARD

Re: Refinancing of 1993 BNSF Railway Company  
Leveraged Lease Financing of Railcars (BN 1993-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 and Security Agreement (BN 1993-C), dated as of February 2, 2005, between Wilmington Trust Company, 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-C), 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 18620.

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-C)
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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-C)

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture and Security Agreement consists of 965 Covered Hopper Cars bearing the reporting marks within the series BNSF 468103 through BNSF 468990 and BN 468000 through BN 468999, 20 Coil Gondola Cars bearing the reporting marks within the series BNSF 534200 through BNSF 534217 and BN 686003 through BN 686019, 4 Air Dump Cars bearing the reporting marks within the series BN 964814 through BN 964817 and 19 Double Stack Cars bearing the reporting marks within the series BNSF 240020 through BNSF 240038 and BN 64078 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 and Security Agreement (BN 1993-C) 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
Covered Hopper Cars	965	BN 468000 through BN 468057, inclusive; BN 468059 through BN 468084, inclusive; BN 468086; BN 468088 through BN 468102, inclusive; BNSF 468103; BN 468105 through BN 468129, inclusive; BN 468131 through BN 468139, inclusive; BNSF 468140; BN 468141 through BN 468171, inclusive; BN 468173 through BN 468197, inclusive; BN 468199 through BN 468205, inclusive; BNSF 468206; BN 468207 through BN 468222, inclusive; BN 468224 through BN 468229, inclusive; BN 468231 through BN 468233, inclusive; BN 468235 through BN 468252, inclusive; BN 468254 through BN 468268, inclusive; BNSF 468269; BN 468270 through BN 468294, inclusive; BNSF 468295; BN 468297; BNSF 468298; BN 468299 through BN 468311, inclusive; BN 468313 through BN 468330, inclusive;

EQUIPMENT	QUANTITY	REPORTING MARKS
		BN 468332 through BN 468360, inclusive; BNSF 468361; BN 468362 through BN 468373, inclusive; BNSF 468374; BN 468375; BN 468377 through BN 468417, inclusive; BN 468419 through BN 468431, inclusive; BNSF 468432; BN 468433 through BN 468467, inclusive; BN 468469 through BN 468474, inclusive; BN 468476 through BN 468485, inclusive; BN 468487 through BN 468509, inclusive; BNSF 468510; BN 468511 through BN 468521, inclusive; BNSF 468523; BN 468524 through BN 468529, inclusive; BN 468531 through BN 468556, inclusive; BNSF 468557; BN 468558 through BN 468608, inclusive; BN 468610 through BN 468674, inclusive; BN 468676 through BN 468690, inclusive; BNSF 468691; BN 468692 through BN 468728, inclusive; BN 468730 through BN 468732, inclusive; BN 468734 through BN 468752, inclusive;

EQUIPMENT

QUANTITY

REPORTING MARKS

BN 468754 through  
BN 468790, inclusive;  
BN 468792 through  
BN 468846, inclusive;  
BN 468848 through  
BN 468852, inclusive;  
BNSF 468853;  
BN 468854 through  
BN 468862, inclusive;  
BN 468864 through  
BN 468869, inclusive;  
BN 468871 through  
BN 468877, inclusive;  
BN 468879 through  
BN 468882, inclusive;  
BN 468884 through  
BN 468913, inclusive;  
BN 468915 through  
BN 468918, inclusive;  
BN 468920 through  
BN 468929, inclusive;  
BNSF 468930;  
BN 468931 through  
BN 468947, inclusive;  
BNSF 468948;  
BN 468949 through  
BN 468978, inclusive;  
BNSF 468979;  
BN 468980 through  
BN 468989, inclusive;  
BNSF 468990;  
BN 468991 through  
BN 468994, inclusive;  
BN 468996 through  
BN 468999, inclusive

Coil Gondola Cars	20	BNSF 534200 through BNSF 534202, inclusive; BNSF 534211 through BNSF 534212, inclusive; BNSF 534214 through BNSF 534215, inclusive; BNSF 534217; BN 686003 through BN 686010, inclusive; BN 686013; BN 686016; BN 686018 through BN 686019, inclusive
Air Dump Cars	4	BN 964814 through BN 964817, inclusive
Double Stack Cars	19	BN 64078; BNSF 240020 through BNSF 240027, inclusive; BNSF 240029 through BNSF 240038, inclusive

RECORDATION NO. 18620-F FILED

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(BN 1993-C)**

JAN 27 '05 4-20PM  
SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture and Security Agreement, 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-C) 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:**

The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1993-C), dated as of February 2, 2005 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

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. Pedelini**  
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.

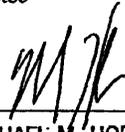
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

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. Pedelini, 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.



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 COMM. EXPIRES MARCH 31, 2005

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars	965	BN 468000 through BN 468057, inclusive; BN 468059 through BN 468084, inclusive; BN 468086; BN 468088 through BN 468102, inclusive; BNSF 468103; BN 468105 through BN 468129, inclusive; BN 468131 through BN 468139, inclusive; BNSF 468140; BN 468141 through BN 468171, inclusive; BN 468173 through BN 468197, inclusive; BN 468199 through BN 468205, inclusive; BNSF 468206; BN 468207 through BN 468222, inclusive; BN 468224 through BN 468229, inclusive; BN 468231 through BN 468233, inclusive; BN 468235 through BN 468252, inclusive; BN 468254 through BN 468268, inclusive; BNSF 468269; BN 468270 through BN 468294, inclusive; BNSF 468295; BN 468297; BNSF 468298; BN 468299 through BN 468311, inclusive; BN 468313 through BN 468330, inclusive;

EQUIPMENT	QUANTITY	REPORTING MARKS
		BN 468332 through BN 468360, inclusive; BNSF 468361; BN 468362 through BN 468373, inclusive; BNSF 468374; BN 468375; BN 468377 through BN 468417, inclusive; BN 468419 through BN 468431, inclusive; BNSF 468432; BN 468433 through BN 468467, inclusive; BN 468469 through BN 468474, inclusive; BN 468476 through BN 468485, inclusive; BN 468487 through BN 468509, inclusive; BNSF 468510; BN 468511 through BN 468521, inclusive; BNSF 468523; BN 468524 through BN 468529, inclusive; BN 468531 through BN 468556, inclusive; BNSF 468557; BN 468558 through BN 468608, inclusive; BN 468610 through BN 468674, inclusive; BN 468676 through BN 468690, inclusive; BNSF 468691; BN 468692 through BN 468728, inclusive; BN 468730 through BN 468732, inclusive; BN 468734 through BN 468752, inclusive;

EQUIPMENT	QUANTITY	REPORTING MARKS
		BN 468754 through BN 468790, inclusive; BN 468792 through BN 468846, inclusive; BN 468848 through BN 468852, inclusive; BNSF 468853; BN 468854 through BN 468862, inclusive; BN 468864 through BN 468869, inclusive; BN 468871 through BN 468877, inclusive; BN 468879 through BN 468882, inclusive; BN 468884 through BN 468913, inclusive; BN 468915 through BN 468918, inclusive; BN 468920 through BN 468929, inclusive; BNSF 468930; BN 468931 through BN 468947, inclusive; BNSF 468948; BN 468949 through BN 468978, inclusive; BNSF 468979; BN 468980 through BN 468989, inclusive; BNSF 468990; BN 468991 through BN 468994, inclusive; BN 468996 through BN 468999, inclusive

Coil Gondola Cars	20	BNSF 534200 through BNSF 534202, inclusive; BNSF 534211 through BNSF 534212, inclusive; BNSF 534214 through BNSF 534215, inclusive; BNSF 534217; BN 686003 through BN 686010, inclusive; BN 686013; BN 686016; BN 686018 through BN 686019, inclusive
Air Dump Cars	4	BN 964814 through BN 964817, inclusive
Double Stack Cars	19	BN 64078; BNSF 240020 through BNSF 240027, inclusive; BNSF 240029 through BNSF 240038, inclusive