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January 27, 2005

RECORDATION NO. 18619-G FILED

JAN 27 '05 4-00PM

SURFACE TRANSPORTATION BOARD

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

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

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-B), 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-B), 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 18619.

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-B)

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Law Offices of

CHAPMAN AND CUTLER LLP

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

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture and Security Agreement consists of 701 Aluminum Coal Gondola Cars bearing the reporting marks within the series BNSF 665970 through BNSF 666356 and BN 534140 through 534859, 134 High Capacity Box Cars bearing the reporting marks within the series BNSF 726190 through BNSF 726296 and BN 286000 through BN 286136 and 10 Remanufactured Locomotives bearing the reporting marks within the series BNSF 1590 through BNSF 1599; 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-B) 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
Aluminum Coal Gondola Cars	701	BN 534140 through BN 534157, inclusive; BN 534159 through BN 534179, inclusive; BN 534181 through BN 534351, inclusive; BN 534353 through BN 534379, inclusive; BN 534381 through BN 534397, inclusive; BN 534399 through BN 534414, inclusive; BN 534416 through BN 534435, inclusive; BN 534437 through BN 534455, inclusive; BN 534457 through BN 534474, inclusive; BN 534476 through BN 534489, inclusive; BN 534491 through BN 534492, inclusive; BN 534494; BN 534496 through BN 534518, inclusive; BN 534520 through BN 534588, inclusive; BN 534590 through BN 534627, inclusive; BN 534629 through BN 534644, inclusive; BN 534646 through BN 534652, inclusive; BN 534654 through BN 534673, inclusive; BN 534675 through BN 534680, inclusive; BN 534682 through BN 534693, inclusive;

EQUIPMENT	QUANTITY	REPORTING MARKS
		BN 534695 through BN 534706, inclusive; BN 534708 through BN 534709, inclusive; BN 534711 through BN 534731, inclusive; BN 534733 through BN 534760, inclusive; BN 534762 through BN 534791, inclusive; BN 534793 through BN 534857, inclusive; BN 534859; BNSF 665970; BNSF 665987; BNSF 666028; BNSF 666214; BNSF 666262; BNSF 666325; BNSF 666356
High Capacity Box Cars	134	BN 286000 through BN 286019, inclusive; BN 286021 through BN 286027, inclusive; BN 286029 through BN 286050, inclusive; BN 286052 through BN 286057, inclusive; BN 286059 through BN 286062, inclusive; BN 286064; BN 286066 through BN 286086, inclusive; BN 286088 through BN 286101, inclusive; BN 286103 through BN 286110, inclusive; BN 286112 through BN 286113, inclusive; BN 286115 through BN 286125, inclusive;

EQUIPMENT	QUANTITY	REPORTING MARKS
		BN 286127 through BN 286136, inclusive; BNSF 726190; BNSF 726198; BNSF 726221; BNSF 726228; BNSF 726235; BNSF 726272; BNSF 726284; BNSF 726296
Remanufactured Locomotives	10	BNSF 1590 through BNSF 1599, inclusive

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JAN 27 '05 4-00PM

SURFACE TRANSPORTATION BOARD

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

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-B) 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-B), 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.

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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: Kathleen A. Pedelini
Title: Financial Services Officer

Executed on this 21st 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 24th 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.

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 COMM. EXPIRES MARCH 31, 2005

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