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September __, 2000

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

RECORDATION NO. 23111-C FILED
SEP 26 '00 4-13 PM
SURFACE TRANSPORTATION BOARD

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing of Railroad Equipment
BNSF 2000-K

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the two primary documents described below and the two secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

(1) Memorandum of Equipment Lease Agreement (BNSF 2000-K), dated as of September 27, 2000, between Wilmington Trust Company, as lessor (the *"Lessor"*), and The Burlington Northern and Santa Fe Railway Company, as lessee (the *"Lessee"*); and

(2) Memorandum of Trust Indenture and Security Agreement (BNSF 2000-K), dated as of September 27, 2000, between Wilmington Trust Company, as owner trustee (the *"Owner Trustee"*), and State Street Bank and Trust Company, as indenture trustee (the *"Indenture Trustee"*).

The secondary documents are as follows:

(1) Memorandum of Lease Supplement No. 1 (BNSF 2000-K), dated as of September 27, 2000, between the Lessee and the Lessor; and

(2) Memorandum of Trust Indenture Supplement No. 1 (BNSF 2000-K), dated as of September 27, 2000, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 1 (BNSF 2000-K) and Memorandum of Trust Indenture Supplement No. 1 (BNSF 2000-K) are connected are the Memorandum of Equipment Lease Agreement (BNSF 2000-K) and the

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Memorandum of Trust Indenture and Security Agreement (BNSF 2000-K), respectively, referred to above, which are being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT

Lessee: The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

Indenture Trustee: State Street Bank and Trust Company
Goodwin Square
225 Asylum Street
Hartford, Connecticut 06103
Attention: Corporate Trust Department

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

Indenture Trustee: State Street Bank and Trust Company
Goodwin Square
225 Asylum Street
Hartford, Connecticut 06103
Attention: Corporate Trust Department

The equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement, Memorandum of Trust Indenture and Security Agreement, Memorandum of Lease Supplement No. 1 and Memorandum of Trust Indenture Supplement No. 1 consists of 593 Grain Covered Hopper Cars bearing the reporting marks within the series BNSF 475400 through BNSF 477012, as specifically described in Exhibit A attached hereto.

A fee of one hundred four dollars ($104.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents 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 20006-2973

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF EQUIPMENT LEASE AGREEMENT:

Memorandum of Equipment Lease Agreement (BNSF 2000-K) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2500 Lou Menk Drive, Fort Worth, Texas 76131-2828, dated as of September 27, 2000, covering 593 Grain Covered Hopper Cars within the series BNSF 475400 through BNSF 477012, as specifically described in Exhibit A attached thereto.

(2) MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT:

Memorandum of Trust Indenture and Security Agreement (BNSF 2000-K) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and State Street Bank and Trust Company, as Indenture Trustee, Goodwin Square, 225 Asylum Street, Hartford, Connecticut 06103, dated as of September 27, 2000, covering the obligations of the Owner Trustee and the Lessee relating to 593 Grain Covered Hopper Cars bearing the reporting marks within the series BNSF 475400 through BNSF 477012, as specifically described in Exhibit A attached thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BNSF 2000-K) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2500 Lou Menk Drive, Fort Worth, Texas 76131-2828, dated as of September 27, 2000, covering 593 Grain Covered Hopper Cars bearing the reporting marks within the series BNSF 475400 through BNSF 477012, as specifically described in Exhibit A attached thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Equipment Lease Agreement between the Lessor and the Lessee dated as of September 27, 2000, which is filed concurrently herewith.

(4) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1:

Memorandum of Trust Indenture Supplement No. 1 (BNSF 2000-K) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and State Street Bank and Trust Company, as Indenture Trustee, Goodwin Square, 225 Asylum Street, Hartford, Connecticut 06103, dated as of September 27, 2000, covering the obligations of the Owner Trustee and the Lessee relating to 593 Grain Covered Hopper Cars bearing the reporting marks within the series BNSF 475400 through BNSF 477012, as specifically described in Exhibit A attached thereto. The Memorandum of Trust Indenture Supplement No. 1 is related to the Memorandum of Trust Indenture and Security Agreement between the Owner Trustee and the Indenture Trustee, dated as of September 27, 2000, which is filed concurrently herewith.

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/b
Enclosures

**EXHIBIT A**

**UNITS**

| EQUIPMENT | QUANTITY | REPORTING MARKS |
|---|---|---|
| Grain Covered Hopper Cars | 593 | BNSF 475400 through<br>BNSF 475487, inclusive,<br>BNSF 476014,<br>BNSF 476103,<br>BNSF 476112,<br>BNSF 476120,<br>BNSF 476149,<br>BNSF 476159,<br>BNSF 476173,<br>BNSF 476187,<br>BNSF 476189,<br>BNSF 476191,<br>BNSF 476200,<br>BNSF 476212,<br>BNSF 476214 through<br>BNSF 476499, inclusive,<br>BNSF 476532 through<br>BNSF 476668, inclusive,<br>BNSF 476720 through<br>BNSF 476745, inclusive,<br>BNSF 476969 through<br>BNSF 477012, inclusive |

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SURFACE TRANSPORTATION BOARD

# MEMORANDUM OF LEASE SUPPLEMENT NO. 1
# (BNSF 2000-K)

Memorandum of Lease Supplement No. 1, made and entered into as of September 27, 2000, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor (*"Lessor"*), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee (*"Lessee"*).

**WITNESSETH:**

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2000-K), dated as of September 1, 2000 (the *"Lease Agreement"*), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement 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 Lease Supplement No. 1 (BNSF 2000-K), dated September 27, 2000, whereby the terms and provisions of the above-described Lease Agreement are made applicable 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: JAMES P. LAWLER
Title: Vice President

Executed on this 20th day of September, 2000.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this ____ day of September, 2000.

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**MEMORANDUM OF LEASE SUPPLEMENT NO. 1**
**(BNSF 2000-K)**

Memorandum of Lease Supplement No. 1, made and entered into as of September 27, 2000, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor (*"Lessor"*), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee (*"Lessee"*).

**WITNESSETH:**

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2000-K), dated as of September 1, 2000 (the *"Lease Agreement"*), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement 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 Lease Supplement No. 1 (BNSF 2000-K), dated September 27, 2000, whereby the terms and provisions of the above-described Lease Agreement are made applicable 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:

Executed on this ____ day of September, 2000.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this 20th day of September, 2000.

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

On this, the 20th day of September, 2000, before me, a Notary Public in and for said County and State, personally appeared James P. Lenfest who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on September 20th 2000 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.

Leigh Ennis

Name:
Notary Public
My Commission Expires:
Residing in Delaware

LEIGH ENNIS
NOTARY PUBLIC
My Commission Expires August 1, 2002

STATE OF TEXAS )
) SS:
COUNTY OF TARRANT )

On this ____ day of September, 2000, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on September __, 2000, on behalf of said corporation by authority of its Board of Directors; and 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: Tina M. Mailhos
Notary Public – State of Texas
My Commission Expires: July 16, 2002
Residing in Forth Worth, Texas

(SEAL)

STATE OF _____ )
) SS.:
COUNTY OF _____ )

On this, the _____ day of September, 2000, 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 September __, 2000 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 TEXAS )
) SS:
COUNTY OF TARRANT )

On this 20th day of September, 2000, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on September 20, 2000, on behalf of said corporation by authority of its Board of Directors; and 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.

Tina M. Mailhos
Name: Tina M. Mailhos
Notary Public – State of Texas
My Commission Expires: July 16, 2002
Residing in Forth Worth, Texas

(SEAL)

TINA M. MAILHOS
NOTARY PUBLIC
STATE OF TEXAS
EXPIRES
JULY 16, 2002

## EXHIBIT A

### UNITS

| EQUIPMENT | QUANTITY | REPORTING MARKS |
|---|---|---|
| Grain Covered Hopper Cars | 593 | BNSF 475400 through<br>BNSF 475487, inclusive,<br>BNSF 476014,<br>BNSF 476103,<br>BNSF 476112,<br>BNSF 476120,<br>BNSF 476149,<br>BNSF 476159,<br>BNSF 476173,<br>BNSF 476187,<br>BNSF 476189,<br>BNSF 476191,<br>BNSF 476200,<br>BNSF 476212,<br>BNSF 476214 through<br>BNSF 476499, inclusive,<br>BNSF 476532 through<br>BNSF 476668, inclusive,<br>BNSF 476720 through<br>BNSF 476745, inclusive,<br>BNSF 476969 through<br>BNSF 477012, inclusive |