

CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

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September \_\_, 2000

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(602) 256-4060

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

RECORDATION NO. 23113-1 FILED  
SEP 26 00 4-26 PM  
SURFACE TRANSPORTATION BOARD

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Financing  
BNSF 2000-M

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 document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (BNSF 2000-M), dated as of September 27, 2000, among State Street Bank and Trust Company, as indenture trustee (the "Indenture Trustee" or the "Assignee"), and Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "Owner Trustee" or the "Assignor").

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

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

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

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of 95 3-Unit Articulated Double Stack Cars bearing the reporting marks

CHAPMAN AND CUTLER

BNSF 253000 through BNSF 253094, inclusive, as specifically described in Exhibit A attached hereto.

A fee of twenty-six dollars (\$26.00) 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 20006-2973

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNSF 2000-M) among State Street Bank and Trust Company, as Indenture Trustee, Goodwin Square, 225 Asylum Street, Hartford, Connecticut 06103 and Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, dated as of September 27, 2000, covering certain railroad equipment having the reporting marks listed therein. This document relates to the Memorandum of Equipment Lease Agreement, dated as of September 27, 2000, the Memorandum of Trust Indenture and Security Agreement, dated as of September 27, 2000, the Memorandum of Trust Indenture Supplement No. 1, dated as of September 27, 2000, and the Memorandum of Lease Supplement No. 1, dated as of September 27, 2000, which were recorded with the Surface Transportation Board on September \_\_, 2000 at \_\_:\_\_ \_\_.m. under recordation numbers \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

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

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
3-Unit Articulated Double Stack Cars	95	BNSF 253000 through BNSF 253094, inclusive

C O P Y

SEP 26 00

4-26 PM

MEMORANDUM OF LEASE ASSIGNMENT  
(BNSF 2000-M)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Assignment, 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 ("*Owner Trustee*"), and State Street Bank and Trust Company, a Massachusetts state chartered trust company, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The Owner Trustee and The Burlington Northern and Santa Fe Railway Company ("*Lessee*") have entered into an Equipment Lease Agreement (BNSF 2000-M), dated as of September 1, 2000, and Lease Supplement No. 1 thereto, dated September 27, 2000, covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.
2. Memoranda of said Equipment Lease Agreement and of said Lease Supplement No. 1 were recorded with the Surface Transportation Board on September \_\_, 2000 at \_\_\_\_ .m. under recordation numbers \_\_\_\_ and \_\_\_\_, respectively, pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2000-M), dated as of September 1, 2000, and Trust Indenture Supplement No. 1 thereto, dated September 27, 2000, pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to State Street Bank and Trust Company, as Indenture Trustee.
4. Memoranda of said Trust Indenture and Security Agreement and of said Trust Indenture Supplement No. 1 were recorded with the Surface Transportation Board on September \_\_, 2000 at \_\_\_\_ .m. under recordation numbers \_\_\_\_ and \_\_\_\_, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on 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 20<sup>th</sup> day of September, 2000.

STATE STREET BANK AND TRUST COMPANY

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

Executed on this \_\_\_ day of September, 2000.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on 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.

STATE STREET BANK AND TRUST COMPANY

By  \_\_\_\_\_  
Name: **DENNIS FISHER**  
Title: **ASSISTANT VICE PRESIDENT**

Executed on this 20<sup>th</sup> day of September, 2000.

STATE OF Delaware )

COUNTY OF New Castle )

SS.:

On this, the 20<sup>th</sup> day of September, 2000, before me, a Notary Public in and for said County and State, personally appeared James P. Lawler 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 20, 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 Emami  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires My Commission Expires August 1, 2002  
Residing in Delaware

STATE OF \_\_\_\_\_ )

COUNTY OF \_\_\_\_\_ )

SS.:

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 STATE STREET BANK AND 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 \_\_\_\_\_ )  
 ) 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 \_\_\_\_\_

**CONNECTICUT**  
STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF **HARTFORD** )

On this, the 20<sup>th</sup> day of September, 2000, before me, a Notary Public in and for said County and State, personally appeared **DENNIS FISHER**, who being by me duly sworn, says that (s)he is the Assistant Vice President of STATE STREET BANK AND TRUST COMPANY, that said instrument was signed on September 20, 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.

Dawn P Heintz  
Name: **DAWN P. HEINTZ**  
Notary Public **NOTARY PUBLIC**  
My Commission Expires: **MY COMMISSION EXPIRES MAY 31, 2002**  
Residing in SIMSBURY, CT

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
3-Unit Articulated Double Stack Cars	95	BNSF 253000 through BNSF 253094, inclusive