Law Offices of

CHAPMAN AND CUTLER

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

111 West Monroe Street, Chicago, Illinois 60603-4080
TWX 910-221-2103 Telex 206281
FAX (312) 701-2361
Telephone (312) 845-3000

2 North Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

September __, 2000

RECORDATION NO. 23114-F FILED

SEP 26 '00 4-31 PM

SURFACE TRANSPORTATION BOARD

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

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

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-N), 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-N), 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-N), dated as of September 27, 2000, between the Lessee and the Lessor; and

(2) Memorandum of Trust Indenture Supplement No. 1 (BNSF 2000-N), 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-N) and Memorandum of Trust Indenture Supplement No. 1 (BNSF 2000-N) are connected are the Memorandum of Equipment Lease Agreement (BNSF 2000-N) and the

1115017.01.04.B
1521764

Memorandum of Trust Indenture and Security Agreement (BNSF 2000-N), 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 9 Dash 9-44 CW diesel electric locomotives bearing the reporting marks within the series BNSF 5420 through BNSF 5462; all 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-N) 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 9 Dash 9-44 CW diesel electric locomotives bearing the reporting marks within the series BNSF 5420 through BNSF 5462; all 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-N) 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 9 Dash 9-44 CW diesel electric locomotives bearing the reporting marks within the series BNSF 5420 through BNSF 5462; all as specifically described in Exhibit A attached thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BNSF 2000-N) 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 9 Dash 9-44 CW diesel electric locomotives bearing the reporting marks within the series BNSF 5420 through BNSF 5462; all 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-N) 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 9 Dash 9-44 CW diesel electric locomotives bearing the reporting marks within the series BNSF 5420 through BNSF 5462; all 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
Dash 9-44 CW Diesel Electric Locomotives	9	BNSF 5420 through BNSF 5421, inclusive; BNSF 5424 through BNSF 5425, inclusive; BNSF 5458 through BNSF 5462, inclusive

RECORDATION NO. 33114-A FILED

SEP 26 '00 4-31 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(BNSF 2000-N)

Memorandum of Trust Indenture and Security Agreement, 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:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2000-N), dated as of September 1, 2000 (the *"Trust Indenture"*), by which the Owner Trustee has granted a security interest in certain locomotives 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: JAMES P. LAWLER
Vice President

Executed on this 20th day of September, 2000.

STATE STREET BANK AND TRUST COMPANY

By _____
Name:
Title:

Executed on this ___ day of September, 2000.

1115017.01.02
1521764

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(BNSF 2000-N)

Memorandum of Trust Indenture and Security Agreement, 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:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2000-N), dated as of September 1, 2000 (the *"Trust Indenture"*), by which the Owner Trustee has granted a security interest in certain locomotives 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:

Executed on this ___ day of September, 2000.

STATE STREET BANK AND TRUST COMPANY

By _____
Name:
Title: DENNIS FISHER
ASSISTANT VICE PRESIDENT

Executed on this 28th day of September, 2000.

1115017.01.02
1521764

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. 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 Ennis
Name:
Notary Public
My Commission Expires
Residing in Delaware

LEIGH ENNIS
NOTARY PUBLIC
My Commission Expires August 1, 2002

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 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 _____

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the 20th 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:
Notary Public
My Commission Expires:
Residing in SIMSBURY, CT

DAWN P. HEINTZ
NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 31, 2002

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	9	BNSF 5420 through BNSF 5421, inclusive; BNSF 5424 through BNSF 5425, inclusive; BNSF 5458 through BNSF 5462, inclusive