

Law Offices of

CHAPMAN AND CUTLER

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

111 West Monroe Street, Chicago, Illinois 60603-4080

Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com
December 21, 2000

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

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

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

RECORDATION NO. 23113-F FILED
DEC 21 '00 9-03 AM
TS
SURFACE TRANSPORTATION BOARD

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing of Railroad Equipment
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 each of the two 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 documents are as follows:

- (1) Memorandum of Lease Supplement No. 2 (BNSF 2000-M), dated as of December 27, 2000, between the Lessee and the Lessor; and
- (2) Memorandum of Trust Indenture Supplement No. 2 (BNSF 2000-M), dated as of December 27, 2000, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 2 (BNSF 2000-M) and Memorandum of Trust Indenture Supplement No. 2 (BNSF 2000-M) are connected are the Memorandum of Equipment Lease Agreement (BNSF 2000-M) and the Memorandum of Trust Indenture and Security Agreement (BNSF 2000-M), respectively, which were recorded on September 26, 2000.

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

MEMORANDUM OF LEASE SUPPLEMENT NO. 2

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

1128664.01.05
1521764

Law Offices of
CHAPMAN AND CUTLER

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

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2

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 Lease Supplement No. 2 and Memorandum of Trust Indenture Supplement No. 2 consists of 211 3-Unit Articulated Double Stack Cars bearing the reporting marks within the series BNSF 253289 through BNSF 253499, inclusive; as specifically described in Exhibit A attached hereto.

A fee of fifty-two dollars (\$52.00) 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 LEASE SUPPLEMENT NO. 2:

Memorandum of Lease Supplement No. 2 (BNSF 2000-M) 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 December 27, 2000, covering 211 3-Unit Articulated Double Stack Cars bearing the reporting marks within the series BNSF

CHAPMAN AND CUTLER

253289 through BNSF 253499, inclusive; as specifically described in Exhibit A attached thereto. Memorandum of Lease Supplement No. 2 is related to the Memorandum of Equipment Lease Agreement between the Lessor and the Lessee dated as of September 27, 2000, which was recorded on September 26, 2000.

(2) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2:

Memorandum of Trust Indenture Supplement No. 2 (BNSF 2000-M) 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 December 27, 2000, covering the obligations of the Owner Trustee and the Lessee relating to 211 3-Unit Articulated Double Stack Cars bearing the reporting marks within the series BNSF 253289 through BNSF 253499, inclusive; as specifically described in Exhibit A attached thereto. The Memorandum of Trust Indenture Supplement No. 2 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 was recorded on September 26, 2000.

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

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

UNITS

| EQUIPMENT | QUANTITY | REPORTING MARKS |
|--------------------------------------|----------|---|
| 3-Unit Articulated Double Stack Cars | 211 | BNSF 253289 through BNSF 253499, inclusive |

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2
(BNSF 2000-M)**

Memorandum of Trust Indenture Supplement No. 2, made and entered into as of December 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 undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2000-M), dated as of September 1, 2000 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 26, 2000.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 2 (BNSF 2000-M), dated December 27, 2000, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein 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 7th day of December, 2000.

STATE STREET BANK AND TRUST COMPANY

By _____
Name:
Title:

Executed on this ____ day of December, 2000.

RECORDATION NO. 23113-F FILED

DEC 21 '00 9-03 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2
(BNSF 2000-M)**

Memorandum of Trust Indenture Supplement No. 2, made and entered into as of December 21, 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 undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2000-M), dated as of September 1, 2000 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 26, 2000.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 2 (BNSF 2000-M), dated December 21, 2000, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein 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 December, 2000.

STATE STREET BANK AND TRUST COMPANY

By  _____
Name:
Title:

DENNIS FISHER
ASSISTANT VICE PRESIDENT

Executed on this 7th day of December, 2000.

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

On this, the 7 day of December, 2000, before me, a Notary Public in and for said County and State, personally appeared ~~James D. Tappan~~ who being by me duly sworn, says that (s)he is the ~~President~~ vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on December 7, 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 Emmi
Name: **LEIGH EMMI**
Notary Public **NOTARY PUBLIC**
My Commission Expires: My Commission Expires August 1, 2002
Residing in Delaware

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

On this, the _____ day of December, 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 December __, 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 December, 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 December __, 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 7th day of December, 2000, ~~FISHER~~ **DENNIS FISHER**, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the Assistant Vice of STATE STREET BANK AND TRUST COMPANY, that said instrument was signed ~~on~~ December 7, 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: **DAWN P. HEINTZ**
Notary Public **NOTARY PUBLIC**
My Commission Expires: **COMMISSION EXPIRES MAY 31, 2002**
Residing in SIMSBURY, CT

EXHIBIT A

UNITS

| EQUIPMENT | QUANTITY | REPORTING MARKS |
|--------------------------------------|----------|---|
| 3-Unit Articulated Double Stack Cars | 211 | BNSF 253289 through BNSF 253499, inclusive |