

Law Offices of

CHAPMAN AND CUTLER

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March 20, 2001

RECORDATION NO. 22430-I FILED

MAR 20 '01 2-53 PM
75
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
Substitution of Equipment
BNSF 1999-F

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

John *One enclosed document relates to Recordation Number 22430.*

The documents are as follows:

(1) Memorandum of Lease Supplement No. 3 (BNSF 1999-F), dated as of March 16, 2001 between The Burlington Northern and Santa Fe Railway Company, as Lessee (the "Lessee") and Wilmington Trust Company, as Owner Trustee (the "Lessor"); and

(2) Memorandum of Trust Indenture Supplement No. 3 (BNSF 1999-F), dated as of March 16, 2001, between the Owner Trustee and Allfirst Bank, as Indenture Trustee (the "Indenture Trustee").

The primary documents to which Memorandum of Lease Supplement No. 3 (BNSF 1999-F) and Memorandum of Trust Indenture Supplement No. 3 (BNSF 1999-F) are connected are the Memorandum of Equipment Lease Agreement (BNSF 1999-F) and the Memorandum of Trust Indenture and Security Agreement (BNSF 1999-F), respectively, referred to above, which were recorded on September 28, 1999.

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

MEMORANDUM OF LEASE SUPPLEMENT NO. 3

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 SUPPLEMENT NO. 3

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

Indenture Trustee: Allfirst Bank
25 South Charles Street MC 101-591
Baltimore, Maryland 21201

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 3 and Memorandum of Trust Indenture Supplement No. 3 consists of 1 Dash 9-44CW Diesel Electric Locomotive bearing the reporting mark BNSF 5370, 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

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

(1) MEMORANDUM OF LEASE SUPPLEMENT NO. 3:

Memorandum of Lease Supplement No. 3 (BNSF 1999-F) 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, Second Floor, Fort Worth, Texas 76131-2828, dated as of March 16, 2001, covering 1 Dash 9-44CW Diesel Electric Locomotive bearing the reporting mark BNSF 5370, as specifically described in Exhibit A attached hereto. Memorandum of Lease Supplement No. 3 is related to the Memorandum of Equipment Lease Agreement between the Lessor and the Lessee dated as of September 29, 1999, which was recorded on September 28, 1999.

(2) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 3:

Memorandum of Trust Indenture Supplement No. 3 (BNSF 1999-F) 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 Allfirst Bank, as Indenture Trustee, 25 South Charles Street MC 101-591, Baltimore, Maryland 21201, dated as of March 16, 2001, covering the obligations of the Owner Trustee and the Lessee relating to 1 Dash 9-44CW Diesel Electric Locomotive bearing the reporting mark BNSF 5370, as specifically described in Exhibit A attached hereto. The Memorandum of Trust Indenture Supplement No. 3 is related to the Memorandum of Trust Indenture and Security Agreement between the Owner Trustee and the Indenture Trustee, dated as of September 29, 1999, which was recorded on September 28, 1999.

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
Dash 9-44CW Diesel Electric Locomotive	1	BNSF 5370

**MEMORANDUM OF LEASE SUPPLEMENT NO. 3
(BNSF 1999-F)**

Memorandum of Lease Supplement No. 3, made and entered into as of March 16, 2001, 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 1999-F), dated as of September 1, 1999 (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 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 28, 1999.

3. The undersigned have entered into that certain Lease Supplement No. 3 (BNSF 1999-F), dated March 16, 2001, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad rolling stock 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: **Charlotte Paglia**
Title: **Senior Financial Services Officer**

Executed on this 16th day of March, 2001.

RECORDATION NO. 22430-I FILED

MAR 20 '01 2-53 PM
SURFACE TRANSPORTATION BOARD

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

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

Executed on this ____ day of March, 2001.

**MEMORANDUM OF LEASE SUPPLEMENT NO. 3
(BNSF 1999-F)**

Memorandum of Lease Supplement No. 3, made and entered into as of March 16, 2001, 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 1999-F), dated as of September 1, 1999 (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 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 28, 1999.

3. The undersigned have entered into that certain Lease Supplement No. 3 (BNSF 1999-F), dated March 16, 2001, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad rolling stock 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 March, 2001.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

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

Executed on this 16th day of March, 2001.

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

On this, the 16th day of March, 2001, before me personally appeared Charlotte Paglia to me personally known, who being by me duly sworn, says that (s)he is the ~~Senior Financial Services Officer~~ WILMINGTON TRUST COMPANY, that said instrument was signed on March 16, 2001 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.

Karen S. Newson
Name: **KAREN STANETTE NEWSON**
Notary Public **NOTARY PUBLIC-DELAWARE**
My Commission Expires: **My Commission Expires June 28, 2001**
Residing in Delaware

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this ___ day of March, 2001, 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 March __, 2001, 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 March, 2001, before me personally appeared _____ to me personally known, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on March __, 2001 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.

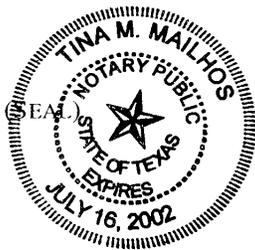
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this 16th day of March, 2001, 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 March 16, 2001, 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 Mailhos
Name: Tina M. Mailhos
Notary Public – State of Texas
My Commission Expires: July 16, 2002
Residing in Forth Worth, Texas

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44CW Diesel Electric Locomotive	1	BNSF 5370