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June 27, 2001

RECORDATION NO. 23525-D FILED

JUN 27 '01 4-05 PM

TS

SURFACE TRANSPORTATION BOARD

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

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 2001-B

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 Memorandum of Lease Assignment (BNSF 2001-B), dated as of June 28, 2001, among Allfirst Bank, 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"*), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2001-B), dated as of June 28, 2001, between Lessor and Lessee which is being submitted for recording concurrently therewith.

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

Indenture Trustee and Assignee:	Allfirst Bank 25 South Charles Street MC 101-591 Baltimore, Maryland 21201
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 51 Dash 9-44 CW Diesel Electric Locomotives bearing the reporting marks BNSF 5368 through BNSF 5419; as specifically described in Exhibit A attached hereto.

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

Memorandum of Lease Assignment (BNSF 2001-B) among Allfirst Bank, as Indenture Trustee and Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee.

A fee of twenty-eight dollars ($28.00) 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 20016-2973

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	51	BNSF 5368 through BNSF 5369, inclusive, BNSF 5371 through BNSF 5419, inclusive

MEMORANDUM OF LEASE ASSIGNMENT
(BNSF 2001-B)

Memorandum of Lease Assignment, made and entered into as of June 28, 2001, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee (*"Owner Trustee"*), and Allfirst Bank, a Maryland banking corporation, 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 2001-B), dated as of June 1, 2001, and Lease Supplement No. 1 thereto, dated June 28, 2001, 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 June __, 2001 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 2001-B), dated as of June 1, 2001, and Trust Indenture Supplement No. 1 thereto, dated June 28, 2001, 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 Allfirst Bank, 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 June 28, 2001 at ____ _.m. under recordation numbers _____ and _____, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

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SURFACE TRANSPORTATION BOARD

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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: Anita Dallago
Title: Financial Services Officer

Executed on this 20th day of June, 2001.

ALLFIRST BANK

By _____
Name:
Title:

Executed on this ___ day of June, 2001.

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 June, 2001.

ALLFIRST BANK

By _____
Name: ROBERT D. BROWN
Title: VICE PRESIDENT

Executed on this 20th day of June, 2001.

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

On this, the 20th day of June, 2001, before me, a Notary Public in and for said County and State, personally appeared Anita E. Dallago, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20th, 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.

Janel R Havrilla

Name: JANEL R. HAVRILLA
Notary Public NOTARY PUBLIC-DELAWARE
My Commission Expires: My Commission Expires Feb. 2, 2005
Residing in Wilmington DE

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

On this, the ____ day of June, 2001, 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 ALLFIRST BANK, that said instrument was signed on June __, 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 _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of June, 2001, 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 June __, 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 Maryland)
City) SS.:
~~COUNTY~~ OF Baltimore)

On this, the 20th day of June, 2001, before me, a Notary Public in and for said ~~County~~ City and State, personally appeared Robert D. Brown, who being by me duly sworn, says that (s)he is the Vice President of ALLFIRST BANK, that said instrument was signed on June 20, 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.

Deborah K. Bailey
Name:
Notary Public
My Commission Expires: 4/13/2002
Residing in Baltimore, MD

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	51	BNSF 5368 through BNSF 5369, inclusive, BNSF 5371 through BNSF 5419, inclusive