

Law Offices of

CHAPMAN AND CUTLER

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September __, 2001

RECORDATION NO. 23670-A FILED

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

SEP 26 '01 10-57 AM

SURFACE TRANSPORTATION BOARD

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

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 Supplement No. 1 (BNSF 2001-D), dated as of September 27, 2001, between The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee") and Wells Fargo Bank Northwest, N.A., as lessor (the "Lessor"), 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-D), dated as of September 27, 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:

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

Lessor: Wells Fargo Bank Northwest, N.A.
213 Court Street - Suite 902
Middletown, Connecticut 06457
Attention: Vice President-Corporate Trust Services

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 1 consists of 38 Dash 9-44 CW Diesel Electric Locomotives bearing the reporting marks within the series BNSF 5270 through BNSF 5311, 150 5 Well Double Stack Cars bearing the reporting marks within the series BNSF 237400 through BNSF 237549, 50 50 Foot Boxcars bearing the reporting marks within the series BNSF 728400 through BNSF 728463

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and 20 60 Foot Boxcars Cars bearing the reporting marks within the series BNSF 760771 through BNSF 760805; all as specifically described in Exhibit A attached hereto.

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

Memorandum of Lease Supplement No. 1 (BNSF 2001-D) between Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Owner Trustee, as Lessor and The Burlington Northern and Santa Fe Railway Company, as Lessee.

A fee of twenty-eight four dollars (\$28.00) is enclosed. Please time and date stamp the enclosed copy 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/lt
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	38	BNSF 5270 through BNSF 5305, inclusive, BNSF 5309 BNSF 5311
5 Well Double Stack Cars	150	BNSF 237400 through BNSF 237549, inclusive
50 Foot Boxcars	50	BNSF 728400 through BNSF 728401, inclusive, BNSF 728403, BNSF 728405, BNSF 728407 through BNSF 728426, inclusive, BNSF 728428 through BNSF 728441, inclusive, BNSF 728443 through BNSF 728448, inclusive, BNSF 728458 through BNSF 728463, inclusive
60 Foot Boxcars	20	BNSF 760771, BNSF 760778 through BNSF 760779, inclusive, BNSF 760784 through BNSF 760786, inclusive, BNSF 760788 through BNSF 760790, inclusive, BNSF 760792 through BNSF 760794, inclusive, BNSF 760797 through BNSF 760799, inclusive, BNSF 760801 through BNSF 760805, inclusive

RECORDATION NO. 23670-A FILED

SEP 26 '01 10-57 AM

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNSF 2001-D)**

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Supplement No. 1, made and entered into as of September ~~27~~, 2001, by and between Wells Fargo Bank Northwest, N.A., a national banking association, 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:

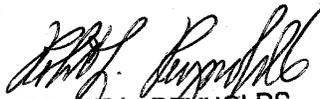
1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2001-D), dated as of September 1, 2001 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 2001-D), dated September ~~27~~, 2001, whereby the terms and provisions of the above-described Lease Agreement are made applicable 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.

WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity, but solely as Owner Trustee

By 
Name: ROBERT L. REYNOLDS
Title: VICE PRESIDENT

Executed on this 20th day of September, 2001.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

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

Executed on this ____ day of September, 2001.

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNSF 2001-D)**

Memorandum of Lease Supplement No. 1, made and entered into as of September ~~27~~, 2001, by and between Wells Fargo Bank Northwest, N.A., a national banking association, 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 2001-D), dated as of September 1, 2001 (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 is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 2001-D), dated September ~~27~~, 2001, whereby the terms and provisions of the above-described Lease Agreement are made applicable 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.

WELLS FARGO BANK NORTHWEST, N.A., not in
its individual capacity, but solely as Owner
Trustee

By
Name:
Title:

Executed on this ____ day of September, 2001.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

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

Executed on this 20th day of September, 2001.

STATE OF Connecticut)
)
COUNTY OF Middlebury) SS.: Middlebury

On this, the 20th day of September, 2001, before me, a Notary Public in and for said County and State, personally appeared Robert L. Reynolds, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on September 20, 2001 on behalf of said association 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 association.

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

Linda Bettencourt Teti
Name: _____
Notary Public **LINDA BETTENCOURT TETI**
My Commission Expires **NOTARY PUBLIC**
Residing in **MY COMMISSION EXPIRES DEC. 31, 2003**

STATE OF TEXAS)
)
COUNTY OF TARRANT) SS:

On this ___ day of September, 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 September __, 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:
Notary Public -
My Commission Expires:
Residing in

(SEAL)

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

On this, the _____ day of September, 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 WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on September ____, 2001 on behalf of said association 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 association.

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 20th day of September, 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 September 20, 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 M. Mailhos
Name: Tina M. Mailhos
Notary Public - State of Texas
My Commission Expires: 7-16-02
Residing in Fort Worth, TX

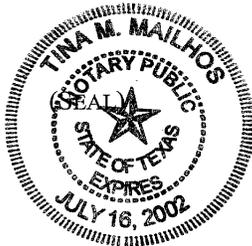


EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	38	BNSF 5270 through BNSF 5305, inclusive, BNSF 5309 BNSF 5311
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