

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  
June 27, 2001

Salt Lake City  
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.  
Washington, DC 20423-0001

RECORDATION NO. **23523** FILED  
JUN 27 '01 11:41 AM  
75  
SURFACE TRANSPORTATION BOARD

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

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 Equipment Lease Agreement (BNSF 2001-A), dated as of June 28, 2001, between Wilmington Trust Company, as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee"), a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

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: 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 Equipment Lease Agreement consists of 45 Dash 9-44 CW Diesel Electric Locomotives bearing the reporting marks BNSF 5306 through BNSF 5352; as specifically described in Exhibit A attached hereto.

1230752.01.02  
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A short summary of the document to appear in the index follows:

Memorandum of Equipment Lease Agreement (BNSF 2001-A) between Wilmington Trust Company, 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 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<br>Locomotives | 45       | BNSF 5306 through<br>BNSF 5308, inclusive,<br>BNSF 5310,<br>BNSF 5312 through<br>BNSF 5352, inclusive |

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT  
(BNSF 2001-A)

Memorandum of Equipment Lease Agreement, made and entered into as of June 28, 2001, by and between Wilmington Trust Company, as Owner Trustee, 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:

The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2001-A), dated as of June 1, 2001 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

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: **PATRICIA A. EVANS**  
Title: **Senior Financial Services Officer**

Executed on this 20<sup>th</sup> day of June, 2001.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

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

Executed on this \_\_\_\_ day of June, 2001.

RECORDATION NO. 23523 

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**SURFACE TRANSPORTATION BOARD**

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**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT  
(BNSF 2001-A)**

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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 June, 2001.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

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

Executed on this 20<sup>th</sup> day of June, 2001.

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

On this, the 1 day of June, 2001, before me, a Notary Public in and for said County and State, personally appeared **PATRICIA A. EVANS** who being by me duly sworn, says that (s)he is the ~~Senior Financial Services Advisor~~ of WASHINGTON TRUST COMPANY, that said instrument was signed on June 1, 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.

*Leigh Evans*  
Name: **LEIGH EVANS**  
Notary Public **NOTARY PUBLIC**  
My Commission Expires ~~My Commission Expires August 1, 2001~~  
Residing in DE

STATE OF TEXAS )  
 ) SS.:  
COUNTY OF TARRANT )

On this \_\_\_\_ day of June, 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 June \_\_\_, 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 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 TEXAS )  
 ) SS:  
COUNTY OF TARRANT )

On this 20<sup>th</sup> day of June, 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 June 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 -  
My Commission Expires: 7-16-02  
Residing in Fort Worth, Texas

**EXHIBIT A**

**UNITS**

| EQUIPMENT                                | QUANTITY | REPORTING MARKS                                                                                       |
|------------------------------------------|----------|-------------------------------------------------------------------------------------------------------|
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