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June 25, 2002

RECORDATION NO. 24007-A FILED

JUN 25 '02

1-46 PM

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 2002-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 Supplement No. 1 (BNSF 2002-B), dated as of June 27, 2002, 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 2002-B), dated as of June 27, 2002, 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 4 Dash 9-44 CW Locomotives bearing the reporting marks within the series BNSF 5266 through BNSF 5269, inclusive, 43 5 Well Double Stack Cars bearing the reporting marks within the series BNSF 237600 through BNSF 237645, 226 50-ft Hi Cube Box Cars bearing the reporting marks within the series BNSF 728588 through BNSF 728936, 100 60-ft Hi Cube Box Cars bearing the reporting marks within the series BNSF 760870 through BNSF

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760969, inclusive, 186 Refrigerated Box Cars bearing the reporting marks within the series BNSF 793113 through BNSF 793558, 55 Dash 9-44 CW Locomotives bearing the reporting marks within the series BNSF 4187 through BNSF 5265, 64 50-ft Hi Cube Box Cars bearing the reporting marks within the series BNSF 728930 through BNSF 728999 and 108 Refrigerated Box Cars bearing the reporting marks within the series BNSF 793554 through BNSF 793666; all as specifically described in Exhibit A attached hereto.

Memorandum of Lease Supplement No. 1 (BNSF 2002-B) 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, Esq.  
Alvord and Alvord  
1050 Seventeenth Street  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER

By Michael D. Robson  
Michael D. Robson

MDR/pka  
Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44CW Locomotives	4	BNSF 5266 through BNSF 5269 inclusive
5 Well Double Stack Cars	43	BNSF 237600 through BNSF 237628 inclusive, BNSF 237630 through BNSF 237641 inclusive, BNSF 237644 through BNSF 237645 inclusive
50-ft Hi Cube Box Cars	226	BNSF 728588, BNSF 728654, BNSF 728694, BNSF 728696, BNSF 728702, BNSF 728715 through BNSF 728929 inclusive, BNSF 728931 through BNSF 728936 inclusive
60-ft Hi Cube Box Cars	100	BNSF 760870 through BNSF 760969, inclusive

Refrigerated Box Cars	186	BNSF 793113, BNSF 793117, BNSF 793148, BNSF 793176, BNSF 793197, BNSF 793203, BNSF 793205 through BNSF 793207 inclusive, BNSF 793209 through BNSF 793210 inclusive, BNSF 793213, BNSF 793215 through BNSF 793216 inclusive, BNSF 793218 through BNSF 793220 inclusive, BNSF 793222, BNSF 793383 through BNSF 793384 inclusive, BNSF 793392 through BNSF 793553 inclusive, BNSF 793555 through BNSF 793558 inclusive
Dash 9-44CW Locomotives	55	BNSF 4187 through BNSF 4197 inclusive, BNSF 4199, BNSF 5223 through BNSF 5265 inclusive
50-ft Hi Cube Box Cars	64	BNSF 728930, BNSF 728937 through BNSF 728999 inclusive
Refrigerated Box Cars	108	BNSF 793554, BNSF 793559 through BNSF 793598 inclusive, BNSF 793600 through BNSF 793666 inclusive

MEMORANDUM OF LEASE SUPPLEMENT NO. 1  
(BNSF 2002-B)

**SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Supplement No. 1, made and entered into as of June ~~27~~<sup>27</sup>, 2002, 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 2002-B), dated as of June 1, 2002 (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 2002-B), dated June ~~27~~<sup>27</sup>, 2002, 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: **Brett R. King**  
Title: **Vice President**

Executed on this 24<sup>th</sup> day of June, 2002.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

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

Executed on this \_\_\_\_ day of June, 2002.

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1  
(BNSF 2002-B)**

Memorandum of Lease Supplement No. 1, made and entered into as of June ~~27~~, 2002, 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 2002-B), dated as of June 1, 2002 (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 2002-B), dated June ~~27~~, 2002, 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 June, 2002.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

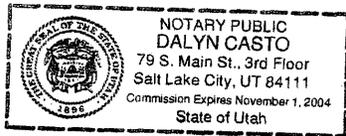
By   
Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this 24<sup>th</sup> day of June, 2002.

STATE OF Utah )  
 )  
COUNTY OF Salt Lake ) SS.:

On this, the 24<sup>th</sup> day of June, 2002, before me, a Notary Public in and for said County and State, personally appeared Brett King, 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 June 24, 2002 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.



Dalyn Casto  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF TEXAS )  
 ) SS:  
COUNTY OF TARRANT )

On this \_\_\_\_ day of June, 2002, 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 \_\_, 2002, 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, 2002, 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 June \_\_, 2002 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 24<sup>th</sup> day of June, 2002, 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 24, 2002, 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. Malhos*  
Name: Tina m. malhos  
Notary Public -  
My Commission Expires: 7-16-02  
Residing in Fort Worth, TX



**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44CW Locomotives	4	BNSF 5266 through BNSF 5269 inclusive
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50-ft Hi Cube Box Cars	226	BNSF 728588, BNSF 728654, BNSF 728694, BNSF 728696, BNSF 728702, BNSF 728715 through BNSF 728929 inclusive, BNSF 728931 through BNSF 728936 inclusive
60-ft Hi Cube Box Cars	100	BNSF 760870 through BNSF 760969, inclusive

Refrigerated Box Cars	186	BNSF 793113, BNSF 793117, BNSF 793148, BNSF 793176, BNSF 793197, BNSF 793203, BNSF 793205 through BNSF 793207 inclusive, BNSF 793209 through BNSF 793210 inclusive, BNSF 793213, BNSF 793215 through BNSF 793216 inclusive, BNSF 793218 through BNSF 793220 inclusive, BNSF 793222, BNSF 793383 through BNSF 793384 inclusive, BNSF 793392 through BNSF 793553 inclusive, BNSF 793555 through BNSF 793558 inclusive
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