

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

Salt Lake City
50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

June 25, 2002

RECORDATION NO. 24007-B FILED

JUN 25 '02

1-51 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 Trust Indenture and Security Agreement (BNSF 2002-B), dated as of June 27, 2002, between Wells Fargo Bank Northwest, N.A., as owner trustee (the "Owner Trustee"), and Allfirst Bank, as indenture trustee (the "Indenture Trustee"), 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 The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee") and Wells Fargo Bank Northwest, N.A., as Lessor which is being submitted for recording concurrently therewith.

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

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

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 Trust Indenture and Security Agreement 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

1364091.01.07
1555473

Law Offices of
CHAPMAN AND CUTLER

BNSF 728936, 100 60-ft Hi Cube Box Cars bearing the reporting marks within the series BNSF 760870 through BNSF 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.

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

Memorandum of Trust Indenture and Security Agreement (BNSF 2002-B) between Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Owner Trustee and Allfirst Bank, as Indenture 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, 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 TRUST INDENTURE AND SECURITY AGREEMENT
(BNSF 2002-B)**

Memorandum of Trust Indenture and Security Agreement, 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 ("*Owner Trustee*"), and Allfirst Bank, a Maryland banking corporation, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2002-B), dated as of June 1, 2002 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

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 27th day of June, 2002.

ALLFIRST BANK

By _____
Name:
Title:

Executed on this ___ day of June, 2002.

1364091.01.04.B
1535632

RECORDATION NO. 24007-B FILED
JUN 25 '02 1-51 PM
SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(BNSF 2002-B)**

Memorandum of Trust Indenture and Security Agreement, made and entered into as of June ~~1~~⁷, 2002, by and between Wells Fargo Bank Northwest, N.A., a national banking association, 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:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2002-B), dated as of June 1, 2002 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

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.

ALLFIRST BANK

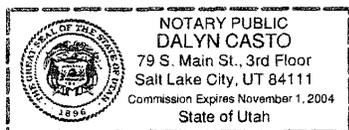
By Robert D. Brown
Name: ROBERT D. BROWN
Title: VICE PRESIDENT

Executed on this 24th day of June, 2002.

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

On this, the 24th 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 _____)
)
) 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 ALLFIRST BANK, that said instrument was signed on June __, 2002 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, 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 MARYLAND)
) SS.:
COUNTY OF BALTIMORE)

On this, the 24th day of June, 2002, before me, a Notary Public in and for said County 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 24, 2002 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.

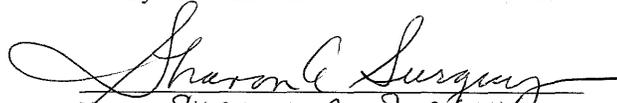

Name: SHARON A. SURGUY
Notary Public
My Commission Expires: 8/01/02
Residing in Baltimore County, MD.

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