

Law Offices of

CHAPMAN AND CUTLER

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Salt Lake City, Utah 84144
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September 18, 2002

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

RECORDATION NO. 24111 FILED
SEP 18 '02 9-47 AM
SURFACE TRANSPORTATION BOARD

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 2002-C

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 2002-C), dated as of September 19, 2002, between Wells Fargo Bank Northwest, N.A., 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: 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 Equipment Lease Agreement consists of 35 Dash 9-44 CW Locomotives bearing the reporting marks within the series BNSF 4153 through BNSF 4198, 153 5 Well Double Stack Cars bearing the reporting marks within the series BNSF 237629 through BNSF 237799, 115 Refrigerated Box Cars bearing the reporting marks within the series BNSF 793370 through BNSF 793786, 4 5 Well Double Stack Cars bearing the reporting marks within the series BNSF 237642 through BNSF 237647 and 6 Refrigerated Box Cars bearing the reporting marks within the series BNSF 793667 through BNSF 793672, inclusive; all 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 Equipment Lease Agreement (BNSF 2002-C) 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 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	35	BNSF 4153 through BNSF 4186 inclusive, BNSF 4198
5 Well Double Stack Cars	153	BNSF 237629, BNSF 237648 through BNSF 237799 inclusive
Refrigerated Box Cars	115	BNSF 793370, BNSF 793599, BNSF 793673 through BNSF 793764 inclusive, BNSF 793766 through BNSF 793786 inclusive
5 Well Double Stack Cars	4	BNSF 237642 through BNSF 237643 inclusive, BNSF 237646 through BNSF 237647 inclusive
Refrigerated Box Cars	6	BNSF 793667 through BNSF 793672 inclusive

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
(BNSF 2002-C)**

Memorandum of Equipment Lease Agreement, made and entered into as of September 14, 2002, by and between Wells Fargo Bank Northwest, N.A., as Owner Trustee, 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:

The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2002-C), dated as of September 1, 2002 (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.

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 16th day of September, 2002.

24111
SEP 18 '02 9-47 AM
SURFACE TRANSPORTATION BOARD

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

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

Executed on this ____ day of September, 2002.

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
(BNSF 2002-C)**

Memorandum of Equipment Lease Agreement, made and entered into as of September 14, 2002, by and between Wells Fargo Bank Northwest, N.A., as Owner Trustee, 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:

The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2002-C), dated as of September 1, 2002 (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.

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, 2002.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

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

Executed on this 16th day of September, 2002.

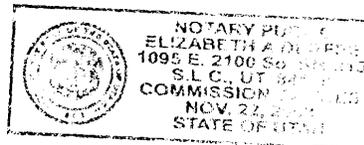
STATE OF Utah)
)
) SS:
COUNTY OF Salt Lake)

On this, the 16th day of September, 2002, before me, a Notary Public in and for said County and State, personally appeared Brett A. 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 September 16, 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: **ELIZABETH A. DURFEE**
Notary Public
My Commission Expires:
Residing in _____

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



On this ____ day of September, 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 September __, 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 September, 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 September __, 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.

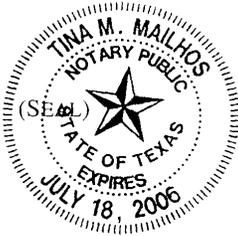
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this 16th day of September, 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 September 16, 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. Mailhos
Name: Tina M. Mailhos
Notary Public -
My Commission Expires: 7-18-06
Residing in Fort Worth, TX

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44CW Locomotives	35	BNSF 4153 through BNSF 4186 inclusive, BNSF 4198
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5 Well Double Stack Cars	4	BNSF 237642 through BNSF 237643 inclusive, BNSF 237646 through BNSF 237647 inclusive
Refrigerated Box Cars	6	BNSF 793667 through BNSF 793672 inclusive