

Law Offices of

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September 18, 2002

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

RECORDING NO. 24111-A FILED  
SEP 18 '02 10:35 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 Lease Supplement No. 1 (BNSF 2002-C), dated as of September 19, 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-C), dated as of September 19, 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 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

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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.

Memorandum of Lease Supplement No. 1 (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 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	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 LEASE SUPPLEMENT NO. 1  
(BNSF 2002-C)**

Memorandum of Lease Supplement No. 1, made and entered into as of September 19, 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-C), dated as of September 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-C), dated September 19, 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 16<sup>th</sup> day of September, 2002.

SEP 18 '02

10-35 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 LEASE SUPPLEMENT NO. 1  
(BNSF 2002-C)**

Memorandum of Lease Supplement No. 1, made and entered into as of September 19, 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*").

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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.

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 16<sup>th</sup> day of September, 2002.

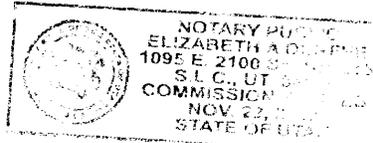
STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 16<sup>th</sup> day of September, 2002, before me, a Notary Public in and for said County and State, personally appeared Brett R. 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 12, 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. DUFF  
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.

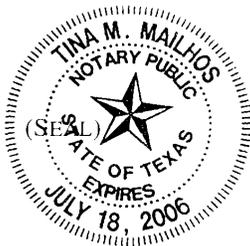
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

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

STATE OF TEXAS )  
 ) SS:  
COUNTY OF TARRANT )

On this 16<sup>th</sup> 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