

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

RECORDATION NO. 24111-B FILED  
SEP 18 '02 11-13 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 Trust Indenture and Security Agreement (BNSF 2002-C), dated as of September 19, 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-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 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 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

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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.

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

Memorandum of Trust Indenture and Security Agreement (BNSF 2002-C) 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	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 TRUST INDENTURE AND SECURITY AGREEMENT  
(BNSF 2002-C)**

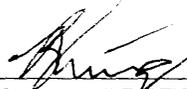
Memorandum of Trust Indenture and Security Agreement, made and entered into as of September 16, 2002, by and between Wells Fargo Bank Northwest, N.A., a national banking association, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Allfirst Bank, a Maryland banking corporation, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2002-C), dated as of September 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 16<sup>th</sup> day of September, 2002.

ALLFIRST BANK

RECORDING NO. 24111-B (P.2)

SEP 18 '02

11-13 AM

**SURFACE TRANSPORTATION BOARD**

By \_\_\_\_\_  
Name:  
Title:

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

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

Memorandum of Trust Indenture and Security Agreement, 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 ("*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-C), dated as of September 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.

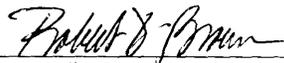
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A., not in  
its individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

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

ALLFIRST BANK

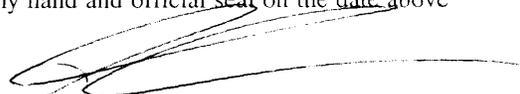
By   
Name: ROBERT D. BROWN  
Title: VICE PRESIDENT

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

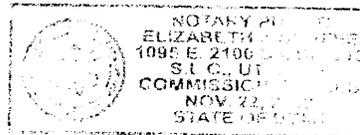
STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

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 A. Kwo, 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 \_\_\_\_\_ )  
 ) 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 ALLFIRST BANK, that said instrument was signed on September \_\_, 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 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 Maryland )  
 ) SS.:  
CITY Baltimore )  
COUNTY OF Baltimore )

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 Robert D. Green, who being by me duly sworn, says that (s)he is the vice president of ALLFIRST BANK, that said instrument was signed on September 16, 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.

Robert K. Galt  
Name:  
Notary Public  
My Commission Expires: 9/1/2006  
Residing in Maryland

**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