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May 6, 2004

RECORDATION NO. 24943-B FILED

MAY 07 '04

1:44 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 2004-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 2004-B), dated as of May 7, 2004, between First Union Commercial Corporation, as Lessor (the "Lessor"), and M&T Trust Company of Delaware, 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 2004-B), dated as of May 7, 2004, between The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee") and First Union Commercial Corporation, as Lessor, which is being submitted for recording concurrently therewith.

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

Lessor: First Union Commercial Corporation  
One Wachovia Center  
Mail Code NC 0738  
Charlotte, North Carolina 28288-0738  
Attention: Leveraged Leasing Portfolio Management

Indenture Trustee: M&T Trust Company of Delaware  
1220 North Market Street, Suite 202  
Wilmington, Delaware 19801-2540

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture and Security Agreement consists of 55 AC4400 CW Diesel Electric Locomotives bearing the reporting marks within the series BNSF 5663 through BNSF 5717, 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 Trust Indenture and Security Agreement (BNSF 2004-B) between First Union Commercial Corporation, as Lessor, and M&T Trust Company of Delaware, as Indenture Trustee.

A fee of thirty dollars (\$30.00) 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, N.W.  
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 LLP

By Michael D. Robson  
Michael D. Robson

MDR:pka  
Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric AC4400 CW Diesel Electric Locomotives	55	BNSF 5663 through BNSF 5717, inclusive

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MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(BNSF 2004-B)

SURFACE TRANSPORTATION BOARD

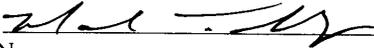
Memorandum of Trust Indenture and Security Agreement, made and entered into as of May 7, 2004, by and between First Union Commercial Corporation, a North Carolina corporation, as Lessor ("*Lessor*"), and M&T Trust Company of Delaware, a Delaware limited purpose trust company, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-B), dated as of May 3, 2004 (the "*Trust Indenture*"), by which the Lessor 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 Lessor'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.

FIRST UNION COMMERCIAL CORPORATION

By 

Name: MARK O. TROLLINGER  
Title: SENIOR VICE PRESIDENT

Executed on this 4<sup>th</sup> day of May, 2004.

M&T TRUST COMPANY OF DELAWARE

By \_\_\_\_\_

Name:  
Title:

Executed on this \_\_\_\_ day of May, 2004.

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(BNSF 2004-B)**

Memorandum of Trust Indenture and Security Agreement, made and entered into as of May 7, 2004, by and between First Union Commercial Corporation, a North Carolina corporation, as Lessor ("*Lessor*"), and M&T Trust Company of Delaware, a Delaware limited purpose trust company, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-B), dated as of May 3, 2004 (the "*Trust Indenture*"), by which the Lessor 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 Lessor'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.

FIRST UNION COMMERCIAL CORPORATION

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

Executed on this \_\_\_ day of May, 2004.

M&T TRUST COMPANY OF DELAWARE

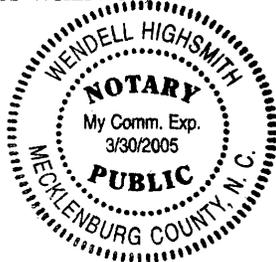
By *Robert D. Brown*  
Name: ROBERT D. BROWN  
Title: VICE PRESIDENT

Executed on this 4<sup>th</sup> day of May, 2004.

STATE OF North Carolina )  
 ) SS.:  
COUNTY OF Mecklenburg )

On this, the 4<sup>th</sup> day of May, 2004, before me, a Notary Public in and for said County and State, personally appeared Mark O. Trollinger who being by me duly sworn, says that (s)he is the SVP of FIRST UNION COMMERCIAL CORPORATION, that said instrument was signed on May 4, 2004 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.



Wendell Highsmith  
Name: Wendell Highsmith  
Notary Public  
My Commission Expires: March 30, 2005  
Residing in Mecklenburg County, North Carolina

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of May, 2004, 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 M&T TRUST COMPANY OF DELAWARE, that said instrument was signed on May \_\_\_\_\_, 2004 on behalf of said company 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 company.

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 May, 2004, 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 FIRST UNION COMMERCIAL CORPORATION, that said instrument was signed on May \_\_, 2004 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 Maryland )  
 ) SS.:  
City  
COUNTY OF Baltimore )

On this, the 4th day of May, 2004, before me, a Notary Public in and for said County and State, personally appeared Robert O. Brown who being by me duly sworn, says that (s)he is the Vice President of M&T TRUST COMPANY OF DELAWARE, that said instrument was signed on May 4, 2004 on behalf of said company 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 company.

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

Richard K. Bailey  
Name:  
Notary Public  
My Commission Expires: 4/1/2006  
Residing in Baltimore, MD

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric AC4400 CW Diesel Electric Locomotives	55	BNSF 5663 through BNSF 5717, inclusive