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September 28, 2004

RECORDATION NO. 25226 FILED

SEP 28 '04 3-59 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-I

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 Supplement No. 1 (BNSF 2004-I), dated as of September 29 2004, between the U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2004-I Statutory Trust (the "Owner Trustee") and Wells Fargo Bank Northwest, National Association, 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-I), dated as of September 29, 2004, between The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee") and U.S. Bank Trust National Association, as Owner Trustee, 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: U.S. Bank Trust National Association
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Services

Indenture Trustee: Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
MAC: U1228-120
Salt Lake City Utah 84111
Attention: Corporate Trust Services

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The equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement consists of 60 53' Doublestack Cars bearing the reporting marks within the series BNSF 253673 through BNSF 253732, inclusive; 6 40' Doublestack Cars bearing the reporting marks within the series BNSF 237800 through BNSF 237805, inclusive; and 94 Refrigerated Boxcars bearing the reporting marks within the series BNSF 793921 through BNSF 794017; 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 Supplement No. 1 (BNSF 2004-I) between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2004-I Statutory Trust and Wells Fargo Bank Northwest, National Association, 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, D.C. 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

Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
53' Doublestack Cars	60	BNSF 253673 through BNSF 253732, inclusive
40' Doublestack Cars	6	BNSF 237800 through BNSF 237805, inclusive
Refrigerated Boxcars	94	BNSF 793921 through BNSF 794008, inclusive BNSF 794010 through BNSF 794013, inclusive BNSF 794015 BNSF 794017

RECORDATION NO. 25226-C FILED

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BNSF 2004-I)

SEP 28 '04 3-59 PM

SURFACE TRANSPORTATION BOARD

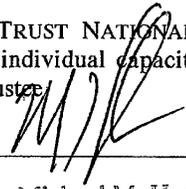
Memorandum of Trust Indenture Supplement No. 1, made and entered into as of September 21, 2004, by and between U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

- 1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-I), dated as of September 1, 2004 (the "Trust Indenture"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.
- 2. A memorandum of said Trust Indenture 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 Trust Indenture Supplement No. 1 (BNSF 2004-I), dated September 21, 2004, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein 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.

U.S. BANK TRUST NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By 

Name: _____
Title: Michael M. Hopkins
Vice President

Executed on this 16th day of September, 2004.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION

By _____

Name: _____
Title: _____

Executed on this ____ day of September, 2004.

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BNSF 2004-I)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of September 21, 2004, by and between U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-I), dated as of September 1, 2004 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.
2. A memorandum of said Trust Indenture 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 Trust Indenture Supplement No. 1 (BNSF 2004-I), dated September 21, 2004, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

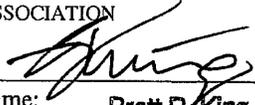
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of September, 2004.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION

By  _____
Name: **Brett B. King**
Title: **Vice President**

Executed on this 16th day of September, 2004.

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of September, 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 U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on September ____, 2004 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 UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 16th day of September, 2004, 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, NATIONAL ASSOCIATION, that said instrument was signed on September 16, 2004 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.

Jeanine Dilworth
Name:
Notary Public
My Commission Expires:
Residing in _____

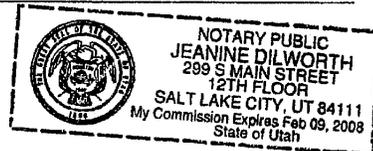


EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
53' Doublestack Cars	60	BNSF 253673 through BNSF 253732, inclusive
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/28/04



Robert W. Alvord