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December 14, 2004

RECORDATION NO. 25345-B FILED

DEC 14 '04 12-30 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-K

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-K), dated as of December 15, 2004, between U.S. Bank Trust National Association, as owner trustee of the BNSF 2004-K 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-K), dated as of December 15, 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 Trust Indenture and Security Agreement consists of 63 40' Doublestack Cars (Bonus) bearing the reporting marks within the series BNSF 237806 through BNSF 237868, inclusive; and 40 Refrigerated Boxcars (Bonus) bearing the reporting marks within the series BNSF 794070 through BNSF-794109; 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 2004-K) between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2004-K Statutory Trust and Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

A fee of thirty-two dollars ($32.00) 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
40' Doublestack Cars (Bonus)	63	BNSF 237806 through BNSF 237868 inclusive
Refrigerated Boxcars (Bonus)	40	BNSF 794070 through BNSF 794109 inclusive

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SURFACE TRANSPORTATION BOARD

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

Memorandum of Trust Indenture and Security Agreement, made and entered into as of December 15, 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:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-K), dated as of December 1, 2004 (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.

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

By _____
Name: Michael M. Hopkins
Title: Vice President

Executed on this 13 day of December, 2004.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION

By _____
Name:
Title:

Executed on this ___ day of December, 2004.

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

Memorandum of Trust Indenture and Security Agreement, made and entered into as of December 15, 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:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-K), dated as of December 1, 2004 (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.

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

By _____
Name:
Title:

Executed on this ___ day of December, 2004.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION

By _____
Name: Brett R. King
Title: Vice President

Executed on this 14th day of December, 2004.

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STATE OF Connecticut)
COUNTY OF Hartford) SS.:

On this, the 13 day of December, 2004, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on December 13, 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.

Karen R. Felt

Name: KAREN R. FELT
Notary Public NOTARY PUBLIC
My Commission Expires 02/28/2009
My Commission Expires:
Residing in Middletown

STATE OF _____)
COUNTY OF _____) SS.:

On this, the ____ day of December, 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 WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December ___, 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 _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of December, 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 December ___, 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 14th day of December, 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 December 14, 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.

NOTARY PUBLIC
CRYSTAL L VERLEY
299 S MAIN STREET 12th FLR
SALT LAKE CITY, UT 84111
My Commission Expires Nov. 18, 2008
State of Utah

Name:
Notary Public
My Commission Expires:
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
40' Doublestack Cars (Bonus)	63	BNSF 237806 through BNSF 237868 inclusive
Refrigerated Boxcars (Bonus)	40	BNSF 794070 through BNSF 794109 inclusive