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January  28, 2005

RECORDATION NO. 17952-K FILED

JAN 27 '05 2-41 PM

SURFACE TRANSPORTATION BOARD

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

Re: Refinancing of 1992 BNSF Railway Company
Leveraged Lease Financing of Railcars (BN 1992-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 Supplement No. 1 (BN 1992-C), dated as of January 28, 2005, between the Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "Owner Trustee") and U.S. Bank 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 Equipment Lease Agreement (BN 1992-C), dated as of September 15, 1992, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "Lessee") and Wilmington Trust Company, as Owner Trustee, as Lessor which was recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on September 29, 1992 at 11:40 A.M. under recordation number 17952.

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

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (BN 1992-C)

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1598903

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Indenture Trustee: U.S. Bank National Association
Goodwin Square
225 Asylum Street
Hartford, Connecticut 06103
Attention: Corporate Trust Services (BN 1992-C)

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 966 Covered Hopper Cars bearing the reporting marks within the series BN 533900 through BN 534139 and BNSF 665522 through BNSF 665572; 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 (BN 1992-C) between Wilmington Trust Company, not in its individual capacity, but solely as owner trustee and U.S. Bank 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
Covered Hopper Cars	966	BN 467000 through BN 467076, inclusive; BN 467078 through BN 467089, inclusive; BNSF 467090 through BNSF 467091, inclusive; BN 467092 through BN 467126, inclusive; BNSF 467127; BN 467128 through BN 467137, inclusive; BNSF 467138; BN 467139 through BN 467166, inclusive; BN 467168 through BN 467184, inclusive; BN 467186 through BN 467187, inclusive; BN 467189 through BN 467208, inclusive; BN 467210 through BN 467217, inclusive; BN 467219 through BN 467252, inclusive; BNSF 467253; BN 467254 through BN 467256, inclusive; BN 467258 through BN 467302, inclusive; BNSF 467303; BN 467304 through BN 467312, inclusive; BN 467314 through BN 467333, inclusive; BN 467335 through BN 467338, inclusive; BN 467340 through BN 467346, inclusive; BN 467348 through BN 467389, inclusive;

EQUIPMENT	QUANTITY	REPORTING MARKS
		BNSF 467390; BN 467392 through BN 467445, inclusive; BN 467447 through BN 467491, inclusive; BNSF 467492; BN 467493 through BN 467499, inclusive; BN 467504; BN 467506 through BN 467507, inclusive; BN 467509 through BN 467520, inclusive; BN 467522 through BN 467524, inclusive; BNSF 467525; BN 467526; BN 467528 through BN 467534, inclusive; BN 467536 through BN 467539, inclusive; BN 467541 through BN 467549, inclusive; BN 467551 through BN 467573, inclusive; BNSF 467574; BN 467576 through BN 467584, inclusive; BNSF 467586; BN 467587 through BN 467595, inclusive; BN 467597 through BN 467599, inclusive; BNSF 467600; BN 467601; BN 467603 through BN 467607, inclusive; BN 467609 through BN 467617, inclusive; BN 467620 through BN 467643, inclusive; BN 467648 through BN 467659, inclusive;

EQUIPMENT	QUANTITY	REPORTING MARKS
		BN 467661 through BN 467662, inclusive; BN 467664 through BN 467666, inclusive; BN 467668; BN 467670 through BN 467683, inclusive; BN 467686; BN 467690;
		BN 467500 through BN 467503, inclusive; BN 467505; BN 467508; BN 467521; BN 467535; BN 467540; BN 467602; BN 467608; BN 467618 through BN 467619, inclusive; BN 467644 through BN 467645, inclusive; BN 467647; BN 467660; BN 467667; BN 467669; BN 467687 through BN 467689, inclusive; BN 467691 through BN 467707, inclusive; BN 467709 through BN 467758, inclusive; BN 467760; BNSF 467761; BN 467762 through BN 467768, inclusive; BN 467770 through BN 467795, inclusive; BN 467797 through BN 467805, inclusive; BNSF 467806;

EQUIPMENT	QUANTITY	REPORTING MARKS
		BN 467807 through BN 467833, inclusive; BN 467835 through BN 467840, inclusive; BN 467841 through BN 467843, inclusive; BN 467845 through BN 467853, inclusive; BNSF 467854; BN 467855 through BN 467877, inclusive; BN 467879 through BN 467883, inclusive; BN 467885 through BN 467916, inclusive; BN 467918 through BN 467920, inclusive; BNSF 467921; BN 467922 through BN 467963, inclusive; BNSF 467964; BN 467965 through BN 467970, inclusive; BN 467973 through BN 467998, inclusive

17952-K FILED

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**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BN 1992-C) SURFACE TRANSPORTATION BOARD**

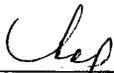
Memorandum of Trust Indenture Supplement No. 1, made and entered into as of January 28, 2005, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") under the Amended and Restated Trust Agreement (BN 1992-C) dated as of January 28, 2005 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and U.S. Bank 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 (BN 1992-C), dated as of January 28, 2005 (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 (BN 1992-C), dated January 28, 2005, 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.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By 
Name: **Kathleen A. Pedellini**
Title: **Financial Services Officer**

Executed on this 21st day of January, 2005.

U.S. BANK NATIONAL ASSOCIATION, as Indenture Trustee

By _____
Name:
Title:

Executed on this ____ day of January, 2005.

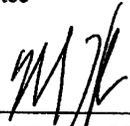
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of January, 2005.

U.S. BANK NATIONAL ASSOCIATION, as Indenture Trustee

By  _____
Name: MICHAEL M. HOPKINS
Title: VICE PRESIDENT

Executed on this 25 day of January, 2005.

STATE OF **Delaware**)
) SS.:
COUNTY OF **New Castle**)

On this, the 24th day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared **Kathleen A. Pedefini**, who being by me duly sworn, says that (s)he is the **Financial Services Officer** of WILMINGTON TRUST COMPANY, that said instrument was signed on January 21, 2005 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.

Kim Carroll
Name: **KIM CARROLL**
Notary Public **Notary Public - State of Delaware**
My Commission Expires **My Comm. Expires May 28, 2006**
Residing in _____

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

On this, the ____ day of January, 2005, 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 NATIONAL ASSOCIATION, that said instrument was signed on January ____, 2005 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 January, 2005, 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 WILMINGTON TRUST COMPANY, that said instrument was signed on January ____, 2005 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 Connecticut)
) SS.:
COUNTY OF Hartford)

On this, the 25 day of January, 2005, 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 NATIONAL ASSOCIATION, that said instrument was signed on January ____, 2005 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.

Susan P. McNally
Name:
Notary Public
My Commission Expires:
Residing in Vernon, CT

SUSAN P. McNALLY
NOTARY PUBLIC
MY COM. EXPIRES MARCH 31, 2005

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