

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, California 94105
(415) 541-0500

Salt Lake City
50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

January 27, 2005

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

RECORDATION NO. 17953-4 FILED
JAN 27 '05 3-13 PM
SURFACE TRANSPORTATION BOARD

Re: Refinancing of 1992 BNSF Railway Company
Leveraged Lease Financing of Railcars (BN 1992-D)

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 Lease Assignment (BN 1992-D), dated as of January 28, 2005, among U.S. Bank National Association, as indenture trustee (the "Indenture Trustee" or the "Assignee"), and Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "Owner Trustee" or the "Assignor"), 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-D), 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 17953.

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

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

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

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of 40 GP28M Remanufactured Locomotives bearing the reporting marks within the series BN 1500 through BN 1524 and BNSF 1501 through BNSF 1539; all as specifically described in Exhibit A attached hereto.

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

Memorandum of Lease Assignment (BN 1992-D) among U.S. Bank National Association, as Indenture Trustee and Wilmington Trust Company, not in its individual capacity, but solely as owner 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
GP28M Remanufactured Locomotives	40	BN 1500; BNSF 1501 through BNSF 1502, inclusive; BN 1503; BNSF 1504; BN 1505; BNSF 1506 through BNSF 1510, inclusive; BN 1511; BNSF 1512 through BNSF 1516, inclusive; BN 1517; BNSF 1518; BN 1519; BNSF 1520 through BNSF 1522, inclusive; BN 1523 through BN 1524, inclusive; BNSF 1525 through BNSF 1539, inclusive

MEMORANDUM OF LEASE ASSIGNMENT **JAN 27 '05 3-13 PM**
(BN 1992-D)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Assignment, 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-D) 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 Owner Trustee and BNSF Railway Company ("*Lessee*") have entered into an Equipment Lease Agreement (BN 1992-D), dated as of September 15, 1992, and Lease Supplement No. 1 thereto, dated December 29, 1992, covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

2. Said Equipment Lease Agreement and said Lease Supplement No. 1 were recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on September 29, 1992 at 11:40 a.m. and December 29, 1992 at 11:50 a.m., respectively, under recordation numbers 17953 and 17953-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1992-D), dated as of January 28, 2005, and Trust Indenture Supplement No. 1 thereto, dated January 28, 2005, pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to U.S. Bank National Association, as Indenture Trustee.

4. Memoranda of said Trust Indenture and Security Agreement and said Trust Indenture Supplement No. 1 were recorded with the Surface Transportation Board on January __, 2005 at _____.m. and _____.m., respectively, under recordation numbers 17953-__ and 17953-__, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

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

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

By [Signature]
Name:
Title:

Executed on this 24th 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 of Lease Assignment to be duly executed by their respective officers duly authorized on 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. WOPKINS
Title: VICE PRESIDENT

Executed on this 25 day of January, 2005.

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

On this, the 5th day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared Kathleen A. Pedalini, 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 29, 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 25, 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 MAR 31, 2005

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
GP28M Remanufactured Locomotives	40	BN 1500; BNSF 1501 through BNSF 1502, inclusive; BN 1503; BNSF 1504; BN 1505; BNSF 1506 through BNSF 1510; inclusive; BN 1511; BNSF 1512 through BNSF 1516, inclusive; BN 1517; BNSF 1518; BN 1519; BNSF 1520 through BNSF 1522, inclusive; BN 1523 through BN 1524, inclusive; BNSF 1525 through BNSF 1539, inclusive