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

August 1, 2005

RECORDATION NO. 25744-A FILED

AUG 2 '05 11-18 AM

SURFACE TRANSPORTATION BOARD

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

Re: BNSF Railway Company
Leveraged Lease Financing
BNSF 2005-G

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 2005-G), dated as of August 3, 2005, between U.S. Bank Trust National Association, as owner trustee of the BNSF 2005-G 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 2005-G), dated as of August 3, 2005, between BNSF 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 Department

1898548.01.07.B
1605310

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture and Security Agreement consists of 10 DC Locomotives bearing the reporting marks within the series BNSF 7785 through BNSF 7795, and 50 Gondola Coal Cars bearing the reporting marks within the series BNSF 670398 through BNSF 670447; 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 2005-G) between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2005-G Statutory Trust and Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

A fee of thirty-three dollars ($33.00) 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
DC Locomotives	10	BNSF 7785 through BNSF 7793 inclusive, BNSF 7795
Gondola Coal Cars	50	BNSF 670398 through BNSF 670447 inclusive

RECORDATION NO. 25744-A FILED

AUG 2 '05 11-18 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT (BNSF 2005-G)

Memorandum of Trust Indenture and Security Agreement, made and entered into as of August 3, 2005, 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"*) of the BNSF 2005-G Statutory Trust, 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 2005-G), dated as of August 1, 2005 (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: ELIZABETH C. HAMMER
Title: VICE PRESIDENT

Executed on this 29th day of July, 2005.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION

By _____
Name:
Title:

Executed on this ___ day of _____, 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.

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

By _____
Name:
Title:

Executed on this ___ day of _____, 2005.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION

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

Executed on this 29th day of July, 2005.

STATE OF Connecticut)
) SS.:
COUNTY OF Hartford)

On this, the 29 day of July, 2005, before me, a Notary Public in and for said County and State, personally appeared Elizabeth C. Hammer 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 July 29, 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 Connecticut

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

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31,2010

On this, the ____ day of _____, 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 WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on _____, 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 _____, 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 TRUST NATIONAL ASSOCIATION, that said instrument was signed on _____ __, 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 UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 29th day of July, 2005, 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 July 29, 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.

NOTARY PUBLIC
JEANINE DILWORTH
299 S MAIN STREET
12TH FLOOR
SALT LAKE CITY, UT 84111
My Commission Expires Feb 09, 2008
State of Utah

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

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
DC Locomotives	10	BNSF 7785 through BNSF 7793 inclusive, BNSF 7795
Gondola Coal Cars	50	BNSF 670398 through BNSF 670447 inclusive