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September 28, 2005

RECORDATION NO. 25858-C FILED

SEP 28 '05 1-16 PM

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-Q

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 2005-Q), dated as of September 29, 2005, between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2005-Q 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-Q), dated as of September 29, 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

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The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 55 40' Doublestack Cars bearing the reporting marks within the series BNSF 238251 through BNSF 239205, 120 Rapid Discharge Coal Cars bearing the reporting marks BNSF 651705 through BNSF 651824, 11 AC4400 CW Diesel Electric Locomotives bearing the reporting marks within the series BNSF 5784 through BNSF 5794 and 183 Covered Hopper Cars bearing the reporting marks BNSF 482066 through BNSF 482266; 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 2005-Q) between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2005-Q 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
40' Doublestack Cars	55	BNSF 238251 through BNSF 238299 inclusive, BNSF 239200 through BNSF 239205 inclusive
Rapid Discharge Coal Cars	120	BNSF 651705 through BNSF 651824 inclusive
AC4400 CW Diesel Electric Locomotives	11	BNSF 5784 through BNSF 5794 inclusive
Covered Hopper Cars	183	BNSF 482066 through BNSF 482236 inclusive, BNSF 482238, BNSF 482240 through BNSF 482242 inclusive, BNSF 482244, BNSF 482246 through BNSF 482249 inclusive, BNSF 482261, BNSF 482263, BNSF 482266

RECORDATION NO. 25858-C FILED

SEP 28 '05 1-16 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BNSF 2005-Q)

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of September 29, 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-Q Statutory Trust, 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 2005-Q), dated as of September 1, 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 (BNSF 2005-Q), dated September 29, 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.

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 28th day of September, 2005.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION

By _____

Name:

Title:

Executed on this ____ day of September, 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 September, 2005.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION

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

Executed on this 23rd day of September, 2005.

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

On this, the 23 day of September, 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 TRUST NATIONAL ASSOCIATION, that said instrument was signed on September 23, 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 _____

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

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

On this, the ____ day of September, 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 September ___, 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 September, 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 September ___, 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 23rd day of September, 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 September 23, 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
40' Doublestack Cars	55	BNSF 238251 through BNSF 238299 inclusive, BNSF 239200 through BNSF 239205 inclusive
Rapid Discharge Coal Cars	120	BNSF 651705 through BNSF 651824 inclusive
AC4400 CW Diesel Electric Locomotives	11	BNSF 5784 through BNSF 5794 inclusive
Covered Hopper Cars	183	BNSF 482066 through BNSF 482236 inclusive, BNSF 482238, BNSF 482240 through BNSF 482242 inclusive, BNSF 482244, BNSF 482246 through BNSF 482249 inclusive, BNSF 482261, BNSF 482263, BNSF 482266

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: September 27, 2005

Robert W. Alvord