

RECORDATION NO. 22433-E, F

FILED

CHAPMAN AND CUTLER

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

4-29 PM

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December 14, 1999

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Salt Lake City, Utah 84144
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Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 1999-I

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the two documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The documents are as follows:

- (1) Memorandum of Lease Supplement No. 2 (BNSF 1999-I), dated as of December 15, 1999, between the Lessee and the Lessor; and
- (2) Memorandum of Trust Indenture Supplement No. 2 (BNSF 1999-I), dated as of December 15, 1999, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 2 (BNSF 1999-I) and Memorandum of Trust Indenture Supplement No. 2 (BNSF 1999-I) are connected are the Memorandum of Equipment Lease Agreement (BNSF 1999-I) and the Memorandum of Trust Indenture and Security Agreement (BNSF 1999-I), respectively, which were recorded on September 28, 1999.

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

MEMORANDUM OF LEASE SUPPLEMENT NO. 2

Lessee: The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

REGISTRATION NO. 27033-F
DEC 14 '99
4-32PM

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2
(BNSF 1999-I)

Memorandum of Trust Indenture Supplement No. 2, made and entered into as of December 15, 1999, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Allfirst Bank, a Maryland banking corporation, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1999-I), dated as of September 1, 1999 (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 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 28, 1999.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 2 (BNSF 1999-I), dated December 15, 1999, 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:
Title:

Executed on this ____ day of December, 1999.

ALLFIRST BANK

By Robert D. Brown
Name: ROBERT D. BROWN
Title: VICE PRESIDENT

Executed on this 2nd day of December, 1999.

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2
(BNSF 1999-I)**

Memorandum of Trust Indenture Supplement No. 2, made and entered into as of December 15, 1999, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Allfirst Bank, a Maryland banking corporation, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

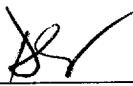
1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1999-I), dated as of September 1, 1999 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 28, 1999.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 2 (BNSF 1999-I), dated December 15, 1999, 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: **Donald G. MacKelcan**
Title: **Vice President**

Executed on this 6th day of December, 1999.

ALLFIRST BANK

By _____
Name:
Title:

Executed on this ____ day of December, 1999.

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

On this, the _____ day of December, 1999, 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 December __, 1999 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 MARYLAND)
CITY) SS.:
COUNTY OF BALTIMORE)

On this, the 2nd day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared Robert D. Brown, who being by me duly sworn, says that (s)he is the Vice President of ALLFIRST BANK, that said instrument was signed on December 2, 1999 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.

Deborah K. Bailey
Name: Deborah K. Bailey
Notary Public
My Commission Expires: 4/13/02
Residing in Baltimore City

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

On this, the 6th day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared Donald G. MacKolear who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on December __, 1999 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 _____
KATHLEEN A. PEDELINI
NOTARY PUBLIC-DELAWARE
My Commission Expires Oct. 31, 2002

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

On this, the _____ day of December, 1999, 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 ALLFIRST BANK, that said instrument was signed on December __, 1999 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 _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Grain Covered Hopper Cars (" <i>Type C</i> ")	426	BNSF 474515 BNSF 474550 BNSF 474584 through BNSF 474585 inclusive BNSF 474592 BNSF 474613 BNSF 474629 BNSF 474631 BNSF 474636 BNSF 474660 BNSF 474663 through BNSF 474665 inclusive BNSF 474671 BNSF 474673 through BNSF 474674 inclusive BNSF 474682 BNSF 474684 BNSF 474686 BNSF 474689 BNSF 474699 through BNSF 474967 inclusive BNSF 474969 through BNSF 475066 inclusive BNSF 475069 through BNSF 475070 inclusive BNSF 475072 through BNSF 475097 inclusive BNSF 475099 through BNSF 475109 inclusive

3-Unit Articulated Double Stack Cars
(*"Type D"*)

43

BNSF 211036
BNSF 211071
BNSF 211083
BNSF 211091
BNSF 211178
BNSF 211295 through
BNSF 211332 inclusive

Tri-Level Autoracks (*"Type E"*)

310

BNSF 33055 through
BNSF 33362 inclusive
BNSF 33364 through
BNSF 33365 inclusive