

CHAPMAN AND CUTLER

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

111 West Monroe Street, Chicago, Illinois 60603-4080  
TWX 910-221-2103 Telex 206281  
FAX (312) 701-2361  
Telephone (312) 845-3000

RECORDATION FILED

22297-D

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

JUL 27 1999

3-10 PM

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

JUL 27 1999

July 27, 1999

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

Kim Bartman

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Financing  
BNSF 1999-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 document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (BNSF 1999-C), dated as of July 28, 1999, among Allfirst Bank, 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").

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

Indenture Trustee and Assignee:	Allfirst Bank 25 South Charles Street MC 101-591 Baltimore, Maryland 21201
Owner Trustee and Assignor:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-six dollars (\$26.00) 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

CHAPMAN AND CUTLER

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:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

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

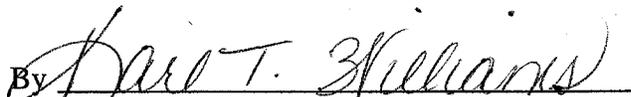
MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNSF 1999-C) among Allfirst Bank, as Indenture Trustee, 25 South Charles Street MC 101-591, Baltimore, Maryland 21201 and Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, dated as of July 28, 1999, covering certain railroad equipment having the reporting marks listed therein. This document relates to the Memorandum of Equipment Lease Agreement, dated as of July 28, 1999, the Memorandum of Trust Indenture and Security Agreement, dated as of July 28, 1999, the Memorandum of Trust Indenture Supplement No. 1, dated as of July 28, 1999, and the Memorandum of Lease Supplement No. 1, dated as of July 28, 1999, which were recorded with the Surface Transportation Board on July 27, 1999 at 3:05 p.m. under recordation numbers 22297, 22297-A, 22297-B and 22297-C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By   
Karl T. Williams

KTW/b  
Enclosures

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Rapid Discharge Coal Cars	240	BNSF 650714 through BNSF 650951, inclusive; BNSF 699606 through BNSF 699607, inclusive
Gondola Coal Cars	360	BNSF 668447 through BNSF 668803, inclusive; BNSF 699129 through BNSF 699131, inclusive
Bi-level Autoracks	595	BNSF 23600 through BNSF 24194, inclusive

RECORDATION NO. 22297-D FILED  
JUL 27 1999

**MEMORANDUM OF LEASE ASSIGNMENT  
(BNSF 1999-C)**

Memorandum of Lease Assignment, made and entered into as of July 28, 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*").

**W I T N E S S E T H:**

1. The Owner Trustee and The Burlington Northern and Santa Fe Railway Company ("*Lessee*") have entered into an Equipment Lease Agreement (BNSF 1999-C), dated as of July 1, 1999, and Lease Supplement No. 1 thereto, dated July 28, 1999, covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

2. Memoranda of said Equipment Lease Agreement and of said Lease Supplement No. 1 were recorded with the Surface Transportation Board on July 27, 1999 at 3:05 p.m. under recordation numbers 22297 and 22297-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 (BNSF 1999-C), dated as of July 1, 1999, and Trust Indenture Supplement No. 1 thereto, dated July 28, 1999, 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 Allfirst Bank, as Indenture Trustee.

4. Memoranda of said Trust Indenture and Security Agreement and of said Trust Indenture Supplement No. 1 were recorded with the Surface Transportation Board on July 27, 1999 at 3:05 p.m. under recordation numbers 22297-A and 22297-C 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  \_\_\_\_\_  
Name:  
Title:

Executed on this 3<sup>rd</sup> day of July, 1999.

ALLFIRST BANK

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_ day of July, 1999.

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 July, 1999.

ALLFIRST BANK

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

Executed on this 23<sup>rd</sup> day of July, 1999.

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

On this, the 23<sup>rd</sup> day of July, 1999, before me, a Notary Public in and for said County and State, personally appeared W. Chris Sponenberg, who being by me duly sworn, says that (s)he is the Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on July 21, 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.

Janel R. Havrilla  
Name: JANEL R. HAVRILLA  
Notary Public NOTARY PUBLIC-DELAWARE  
My Commission Expires February 2, 2001  
Residing in Newark, DE

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_\_\_ day of July, 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 July \_\_, 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 \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of July, 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 July \_\_, 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 23rd day of July, 1999, before me, a Notary Public in and for said <sup>City</sup> 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 July 23, 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: Deborah K. Bailey  
Notary Public  
My Commission Expires: 4|13|02  
Residing in Baltimore City

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Rapid Discharge Coal Cars	240	BNSF 650714 through BNSF 650951, inclusive; BNSF 699606 through BNSF 699607, inclusive
Gondola Coal Cars	360	BNSF 668447 through BNSF 668803, inclusive; BNSF 699129 through BNSF 699131, inclusive
Bi-level Autoracks	595	BNSF 23600 through BNSF 24194, inclusive