Law Offices of

CHAPMAN AND CUTLER

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

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

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

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

March 14, 1995

RECORDATION NO. 18998-E+F FILED 1425
MAR 14 1995 11 10 AM
INTERSTATE COMMERCE COMMISSION

Mr. Vernon A. Williams, Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Counterparts - Gold

Re: Burlington Northern Railroad Company
Leveraged Lease Refinancing
BN 1994-E

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code, two copies of each of the two secondary 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 secondary documents are as follows:

(1) Memorandum of Lease Supplement No. 2 (BN 1994-E), dated as of March 16, 1995, between the Lessee and the Lessor; and

(2) Memorandum of Trust Indenture Supplement No. 2 (BN 1994-E), dated as of March 16, 1995, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 2 (BN 1994-E) and Memorandum of Trust Indenture Supplement No. 2 (BN 1994-E) are related are the Memorandum of Equipment Lease Agreement (BN 1994-E) and the Memorandum of Trust Indenture and Security Agreement (BN 1994-E), respectively, which were filed under recordation number 18998 and 18998-A, respectively.

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

MEMORANDUM OF LEASE SUPPLEMENT NO. 2

Lessee: Burlington Northern Railroad Company
777 Main Street
Fort Worth, Texas 76102

362843.01.01
1409770

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Indenture Trustee: First Security Bank of Utah, National Association
79 South Main Street
Salt Lake City, Utah 84111

A fee of forty-two dollars ($42.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Commission for recordation to:

Michael G. McGee, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE SUPPLEMENT NO. 2:

Memorandum of Lease Supplement No. 2 (BN 1994-E) between Wilmington Trust Company, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and Burlington Northern Railroad Company, as Lessee, 777 Main Street, Fort Worth, Texas 76102, dated as of March 16, 1995.

(2) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2:

Memorandum of Trust Indenture Supplement No. 2 (BN 1994-E) between Wilmington Trust Company, as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and First Security Bank of Utah, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated as of March 16, 1995.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3767).

Sincerely,

CHAPMAN AND CUTLER

By Michael McGee
Michael G. McGee

MGM/cs
Enclosure

RECORDATION NO. 18998-F FILED 1425

MAR 14 1995 11 40 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE SUPPLEMENT NO. 2 (BN 1994-E)

Memorandum of Lease Supplement No. 2 made and entered into as of March 16, 1995 by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation (*"Lessor"*) and Burlington Northern Railroad Company, a Delaware corporation (*"Lessee"*).

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement (BN 1994-E) (the *"Lease Agreement"*), dated as of September 15, 1994, effective as of said date and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement was recorded with the Interstate Commerce Commission on September 28, 1994 (recordation number 18998) pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 2 (BN 1994-E), dated March 16, 1995, amending, but not otherwise affecting the Equipment subject to, the above-described Lease Agreement.

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

By_____
Name: Donald G. MacKelcan
Title: Senior Financial Services Officer

Executed on this 10th day of March, 1995.

BURLINGTON NORTHERN RAILROAD COMPANY

By_____
Name: Robert F. McKenney
Title: Senior Vice President and Treasurer

Executed on this ____ day of March, 1995.

MEMORANDUM OF LEASE SUPPLEMENT NO. 2 (BN 1994-E)

Memorandum of Lease Supplement No. 2 made and entered into as of March 16, 1995 by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation (*"Lessor"*) and Burlington Northern Railroad Company, a Delaware corporation (*"Lessee"*).

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement (BN 1994-E) (the *"Lease Agreement"*), dated as of September 15, 1994, effective as of said date and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement was recorded with the Interstate Commerce Commission on September 28, 1994 (recordation number 18998) pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 2 (BN 1994-E), dated March 16, 1995, amending, but not otherwise affecting the Equipment subject to, the above-described Lease Agreement.

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

By_____
Name:
Title:

Executed on this ____ day of March, 1995.

BURLINGTON NORTHERN RAILROAD COMPANY

By_____
Name: Robert F. McKenney
Title: Senior Vice President and Treasurer

Executed on this 10th day of March, 1995.

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the 10th day of March, 1995, before me, a Notary Public in and for said County and State, personally appeared Donald G. MacKelcan, who being by me duly sworn, says that (s)he is the Sr. Financial Service Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on March 10, 1995 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.

Kathleen A. Sabelli

Name:
Notary Public
My Commission Expires: 10/31/98
Residing in Wilmington, Delaware

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

On this, the _____ day of March, 1995, 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 FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on March __, 1995 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 March, 1995, 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 March ___, 1995 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 TEXAS)
) SS.:
COUNTY OF TARRANT)

On this, the 10th day of March, 1995, before me, a Notary Public in and for said County and State, personally appeared Robert F. McKenney, who being by me duly sworn, says that he is the Senior Vice President and Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on March 10, 1995 on behalf of said corporation by authority of its Board of Directors, and 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.

SHARON D. BOSSIER
Notary Public
STATE OF TEXAS
My Comm. Exp. 09/15/97

Sharon D. Bossier
Name: Sharon D. Bossier
Notary Public
My Commission Expires: 09/15/97
Residing in Tarrant County, Texas