

CHAPMAN AND CUTLER

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1877-1943
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Salt Lake City, Utah 84144
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September 26, 1995

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

19502-EF
b
RECORDED
INDEXED
SEP 27 1995
FBI - PHOENIX

Re: Burlington Northern Railroad Company
Leveraged Lease Financing
BN 1995-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 1995-E), dated as of September 26, 1995, between Wilmington Trust Company, as lessor (the "Lessor"), and Burlington Northern Railroad Company, as lessee (the "Lessee"); and
- (2) Memorandum of Trust Indenture Supplement No. 2 (BN 1995-E), dated as of September 26, 1995, between Wilmington Trust Company, as Owner Trustee (the "Owner Trustee"), and First Security Bank of Utah, National Association, as Indenture Trustee (the "Indenture Trustee").

The primary documents to which Memorandum of Lease Supplement No. 2 (BN 1995-E) and Memorandum of Trust Indenture Supplement No. 2 (BN 1995-E) are connected are the Memorandum of Equipment Lease Agreement (BN 1995-E) and the Memorandum of Trust Indenture and Security Agreement (BN 1995-E) which were recorded with the Interstate Commerce Commission on June 29, 1995 under Recordation Number 19502 and 19502-A, respectively.

Handwritten notes:
Top: [Signature]
Left margin: [Signature]

1.01.01.01
CHAPMAN AND CUTLER

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

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

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 2 and Memorandum of Trust Indenture Supplement No. 2 is as set forth on Exhibit A hereto.

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

Law Offices of
CHAPMAN AND CUTLER

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 1995-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 September 26, 1995, covering new railroad rolling stock bearing the reporting marks listed in the Schedule thereto. Memorandum of Lease Supplement No. 2 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee dated as of June 29, 1995, which was recorded with the Interstate Commerce Commission on June 29, 1995 under Recordation Number 19502.

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

Memorandum of Trust Indenture Supplement No. 2 (BN 1995-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 September 26, 1995, covering the obligations of the Owner Trustee and the Lessee relating to new railroad rolling stock bearing reporting marks listed in the Schedule thereto. The Memorandum of Trust Indenture Supplement No. 2 is related to the Memorandum of Trust Indenture and Security Agreement between the Owner Trustee and the Indenture Trustee, dated as of June 29, 1995, which was recorded with the Interstate Commerce Commission on June 29, 1995 under Recordation Number 19502-A.

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 G. McGee

MGM/b
Enclosure

EXHIBIT A
CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	EQUIPMENT COST PER UNIT	REPORTING MARKS
New SD70M-AC Locomotives	2	\$1,900,000	BN 9582 and BN 9583
New Aluminum Rapid Discharge Coal Cars	120	\$60,000	BN 555000 through BN 555119, inclusive

RECORDATION NO. 19502-E
OFFICE OF THE CLERK OF THE SUPREME COURT
STATE OF DELAWARE

MEMORANDUM OF LEASE SUPPLEMENT NO. 2 (BN 1995-E)

Memorandum of Lease Supplement No. 2 made and entered into as of September 26, 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 1995-E) (the "*Lease Agreement*"), dated as of June 15, 1995, effective as of June 29, 1995 and subject to the term defined in said Lease Agreement.
- 2. A memorandum of said Lease Agreement was recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on June 29, 1995 under Recordation Number 19502.
- 3. The undersigned have entered into that certain Lease Supplement No. 2 (BN 1995-E), dated September 26, 1995, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives and aluminum rotary gondola coal cars 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: Emmett R. Harmon
Title: Vice President

Executed on this 20th day of September, 1995.

BURLINGTON NORTHERN RAILROAD COMPANY

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

Executed on this ____ day of September, 1995.

MEMORANDUM OF LEASE SUPPLEMENT NO. 2 (BN 1995-E)

Memorandum of Lease Supplement No. 2 made and entered into as of September 26, 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 1995-E) (the "*Lease Agreement*"), dated as of June 15, 1995, effective as of June 29, 1995 and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement was recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on June 29, 1995 under Recordation Number 19502.

3. The undersigned have entered into that certain Lease Supplement No. 2 (BN 1995-E), dated September 26, 1995, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives and aluminum rotary gondola coal cars 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

By _____
Name:
Title:

Executed on this ____ day of September, 1995.

BURLINGTON NORTHERN RAILROAD
COMPANY

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

Executed on this 20th day of September, 1995.

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

On this, the 20th day of September, 1995, before me, a Notary Public in and for said County and State, personally appeared Ermett R. Harmon, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WILMINGTON TRUST COMPANY, that said instrument was signed on September 20, 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. Pedelini

Name:

Notary Public

My Commission Expires: KATHLEEN A. PEDELINI

Residing in Wilm, DE NOTARY PUBLIC

My Commission expires October 31, 1998

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

On this, the _____ day of September, 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 September __, 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.

Name:

Notary Public

My Commission Expires:

Residing in _____

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

On this, the _____ day of September, 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 September __, 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.

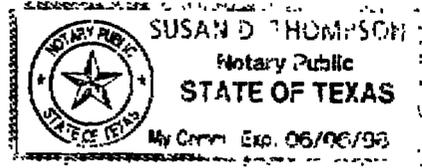
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Texas)
) SS.:
COUNTY OF Tarrant)

On this, the 20 day of September, 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 September 20 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.



Susan D. Thompson
Name:
Notary Public
My Commission Expires:
Residing in _____

EXHIBIT A

EQUIPMENT	UNITS	REPORTING MARKS
New SD70M-AC Locomotives	2	BN 9582 and BN 9583
New Aluminum Rapid Discharge Coal Cars	120	BN 555000 through BN 555119, inclusive