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NEXT DAY DELIVERY

April 27, 2001

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 Amended and Restated
Lease of Railroad Equipment dated
December 28, 2000, BN Docket No. 8485

RECORDATION NO. 9092-G FILED

MAY 01 '01 4-5 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three original copies of the document described below:

Memorandum of Amended and Restated Lease of Railroad Equipment, made and entered into as of December 28, 2000, by and between The Connell Company (ultimate successor-in-interest to Connell Leasing, Inc. and successor-in-interest to State Street Bank and Trust Company (the successor to Connecticut Bank and Trust Company), not in its individual capacity but solely as Trustee under a Trust Agreement dated as of October 1, 1977 with Connell Leasing, Inc.) as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

As one of the attorney representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary document to which the Memorandum of Amended and Restated Lease of Railroad Equipment is connected is the Lease of Railroad Equipment dated as of October 1, 1977, which was recorded on November 17, 1977 at 1:10 p.m. as Recordation No. 9092-B.

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

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131-2828
Attn: Assistant Vice President
Finance and Treasurer

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Lessor: The Connell Company
 One Connell Drive
 Berkeley Heights, NJ 07922
 Attn: President

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Lease of Railroad Equipment consists of 36 SD40-2 Locomotives bearing the reporting marks BNSF 6790 through BNSF 6797, inclusive, BNSF 7000 through BNSF 7018, inclusive, and BNSF 7020 through BNSF 7028, inclusive.

A fee of twenty-six dollars (\$26.00) is enclosed. Please time and date stamp the enclosed copies 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 documents and this letter not needed by the Board for recordation to:

Craig N. Smetko
The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

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

Memorandum of Amended and Restated Lease of Railroad Equipment dated as of December 28, 2000, between The Burlington Northern and Santa Fe Railway Company, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2828, as Lessee, and The Connell Company (ultimate successor-in-interest to Connell Leasing, Inc. and successor-in-interest to State Street Bank and Trust Company (the successor to Connecticut Bank and Trust Company), not in its individual capacity but solely as Trustee under a Trust Agreement dated as of October 1, 1977 with Connell Leasing, Inc.), One Connell Drive, Berkeley Heights, NJ 07922, Attention President, as Lessor, covering 36 SD40-2 Locomotives bearing the reporting marks BNSF 6790 through BNSF 6797, inclusive, BNSF 7000 through BNSF 7018, inclusive, and BNSF 7020 through BNSF 7028, inclusive. The Memorandum of Amended and Restated Lease of Railroad Equipment is related to the Lease of Railroad Equipment dated as of October 1, 1977, referred to above, which was recorded on November 17, 1977 at 1:10 p.m. as Recordation No. 9092-B.

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If you have any questions or need further information, please do not hesitate to contact the undersigned (817) 352-3465.

Very truly yours,

A handwritten signature in black ink, appearing to read 'CNS', with a long horizontal line extending to the right.

Craig N. Smetko
Associate General Counsel

Enclosures

MEMORANDUM OF AMENDED AND RESTATED MAY 01 '01 4-5 PM
LEASE OF RAILROAD EQUIPMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Amended and Restated Lease of Railroad Equipment, made and entered into as of December 28, 2000, by and between The Connell Company (ultimate successor-in-interest to Connell Leasing, Inc. and successor-in-interest to State Street Bank and Trust Company (the successor to Connecticut Bank and Trust Company), not in its individual capacity but solely as Trustee ("Trustee") under a Trust Agreement dated as of October 1, 1977 with Connell Leasing, Inc. as Lessor ("Lessor"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation (formerly known as Burlington Northern Railroad Company, the successor to Burlington Northern Inc.), as Lessee ("Lessee").

WITNESSETH:

1. The undersigned have entered into that certain Lease of Railroad Equipment dated as of October 1, 1977, which was recorded with the Surface Transportation Board pursuant to the predecessor of Section 11301 of Title 49 of the United States Code on November 17, 1977 at 1:10 p.m. and assigned Recordation No. 9092-B (the "Lease Agreement").

2. The undersigned have entered into that certain Amended and Restated Lease of Railroad Equipment, dated as of December 28, 2000, whereby the terms and provisions of the above-described Lease Agreement have been amended and restated and are applicable to that certain railroad rolling stock 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.

THE CONNELL COMPANY
as Lessor

By: [Signature]
Name: **SHANE CONNELL**
Title: **EXECUTIVE VICE PRESIDENT**

(CORPORATE SEAL)

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY
as Lessee

By: [Signature]
Name: **L. Steven Vollmer**
Title: **General Director - Finance**

(CORPORATE SEAL)

STATE OF NEW JERSEY)
)
COUNTY OF UNION) SS.:

On this 19th day of April, 2001, before me personally appeared Shawn Connell, to me personally known, who being by me duly sworn, says that he/she is Executive Vice President of THE CONNELL COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Kulinich
Name: KAREN A. KULINICH
Notary Public **NOTARY PUBLIC OF NEW JERSEY**
My Commission Expires **Registered in Somerset and Union Counties**
My Commission Expires Sept. 30, 2002

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

On this 24 day of April, 2001, before me personally appeared L. Stuart Williams, to me personally known, who being by me duly sworn, says that he/she is Gen. Director Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Tina M. Mailhos
Name: Tina M. Mailhos
Notary Public
My Commission Expires: 7-16-02
Residing in Fort Worth, TX

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
SD40-2 Locomotives	36	BNSF 6790 through BNSF 6797, inclusive, BNSF 7000 through BNSF 7018, inclusive, and BNSF 7020 through BNSF 7028, inclusive.