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September 28, 2004

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

RECORDATION NO. 25224-B FILED

SEP 28 '04 3-47 PM

SURFACE TRANSPORTATION BOARD

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 2004-H

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 Memorandum of Lease Supplement No. 1 (BNSF 2004-H), dated as of September 29, 2004, between The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee") and U.S. Bank Trust National Association, not in its individual capacity but solely as Owner Trustee of the BNSF 2004-H Statutory Trust, as lessor (the "Lessor"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2004-H), dated as of September 29, 2004, between Lessor and Lessee which is being submitted for recording concurrently therewith.

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

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

Lessor: U.S. Bank Trust National Association
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Services

The equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement consists of 286 Covered Hopper Cars (Bonus) bearing the

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reporting marks within the series BNSF 478015 through BNSF 478304; 173 53' Doublestack Cars (Bonus) bearing the reporting marks within the series BNSF 253500 through BNSF 253672, inclusive; 87 Refrigerated Boxcars (Bonus) bearing the reporting marks within the series BNSF 793833 through BNSF 793920; 390 Rapid Discharge Coal Cars (Bonus) bearing the reporting marks within the series BNSF 651000 through BNSF 699611; 466 Gondola Coal Cars (Bonus) bearing the reporting marks within the series BNSF 668900 through BNSF 699143, 15 Covered Hopper Cars (Non-Bonus) bearing the reporting marks within the series BNSF 478000 through BNSF 478014, inclusive; and 22 Refrigerated Boxcars (Non-Bonus) bearing the reporting marks within the series BNSF 793811 through BNSF 793832, inclusive; all as specifically described in Exhibit A attached hereto.

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

Memorandum of Lease Supplement No. 1 (BNSF 2004-H) between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2004-H Statutory Trust, as Lessor and The Burlington Northern and Santa Fe Railway Company, as Lessee.

A fee of thirty dollars (\$30.00) is enclosed. Please time and date stamp the enclosed copy the enclosed document 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 document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

Enclosures

EXHIBIT A**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars (Bonus)	286	BNSF 478015 through BNSF 478285, inclusive BNSF 478287 through BNSF 478293, inclusive BNSF 478295 through BNSF 478299, inclusive BNSF 478301 BNSF 478302 BNSF 478304
53' Doublestack Cars (Bonus)	173	BNSF 253500 through BNSF 253672, inclusive
Refrigerated Boxcars (Bonus)	87	BNSF 793833 through BNSF 793865, inclusive BNSF 793867 through BNSF 793920, inclusive
Rapid Discharge Coal Cars (Bonus)	390	BNSF 651000 through BNSF 651386, inclusive BNSF 699609 through BNSF 699611, inclusive
Gondola Coal Cars (Bonus)	466	BNSF 668900 through BNSF 669342, inclusive BNSF 669345 through BNSF 669354, inclusive BNSF 669357 BNSF 699132 through BNSF 699143, inclusive
Covered Hopper Cars (Non- Bonus)	15	BNSF 478000 through BNSF 478014 inclusive
Refrigerated Boxcars (Non- Bonus)	22	BNSF 793811 through BNSF 793832, inclusive

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNSF 2004-H)**

Memorandum of Lease Supplement No. 1, made and entered into as of September 21, 2004, by and between U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2004-H), dated as of September 1, 2004 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 2004-H), dated September 21, 2004, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

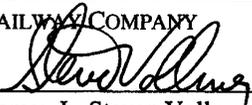
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of September, 2004.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By 
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this 16th day of September, 2004.

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

On this, the ____ day of September, 2004, 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 U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on September ____, 2004 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 TEXAS)
) SS:
COUNTY OF TARRANT)

On this 16th day of September, 2004, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on September 16, 2004, 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.

Leslie H. Flores
Name:
Notary Public -
My Commission Expires:
Residing in



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Covered Hopper Cars (Non- Bonus)	15	BNSF 478000 through BNSF 478014 inclusive
Refrigerated Boxcars (Non- Bonus)	22	BNSF 793811 through BNSF 793832, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/28/04



Robert W. Alvord