



CRAIG N. SMETKO
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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. 76518

RECORDATION NO. 9588-E FILED
MAY 01 '01 4-58 PM

Dear Mr. Williams:

SURFACE TRANSPORTATION BOARD

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 among (1)Wells Fargo Bank Minnesota, National Association (as successor to Northwestern National Bank of Minneapolis); (2)Connell Finance Company, Inc. (as successor-in-interest to Connell Rice & Sugar Co., Inc. (Connell Leasing Division)) (both successors-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 that certain Restated Trust Agreement dated as of June 1, 1978, with Connell Rice & Sugar Co., Inc. (predecessor-in-interest to Connell Finance Company, Inc.) and Northwestern National Bank of Minneapolis (predecessor-in-interest to Wells Fargo Bank Minnesota, National Association) as Owners), collectively, as Lessor (collectively, the "Lessor"), and (3)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 June 1, 1978, which was recorded on July 19, 1978 at 11:20 a.m. as Recordation No. 9588.

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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

Lessor: Connell Finance Company Inc.
One Connell Drive
Berkeley Heights, NJ 07922
Attn: President

Wells Fargo Bank Minnesota, National Association
Investor's Building, Suite 300
733 Marquette Avenue
Minneapolis, Minnesota 55479

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Lease of Railroad Equipment consists of 8 SD40-2 Locomotives bearing the reporting marks BNSF 6840 through BNSF 6847.

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, among The Burlington Northern and Santa Fe Railway Company, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2828, as Lessee, and (1)Wells Fargo Bank Minnesota, National Association (as successor to Northwestern National Bank of Minneapolis) and (2)Connell Finance Company, Inc. (as successor-in-interest to Connell Rice & Sugar Co., Inc. (Connell Leasing Division)) (both successors-in-interest to State Street Bank and

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Trust Company (the successor to Connecticut Bank and Trust Company), not in its individual capacity but solely as Trustee under that certain Restated Trust Agreement dated as of June 1, 1978, with Connell Rice & Sugar Co., Inc. (predecessor-in-interest to Connell Finance Company, Inc.) and Northwestern National Bank of Minneapolis (predecessor-in-interest to Wells Fargo Bank Minnesota, National Association) as Owners), collectively, as Lessor, c/o Connell Finance Company, Inc., One Connell Drive, Berkeley Heights, NJ 07922, Attention President, covering 8 SD40-2 Locomotives bearing the reporting marks BNSF 6840 through BNSF 6847, inclusive. The Memorandum of Amended and Restated Lease of Railroad Equipment is related to the Lease of Railroad Equipment dated as of June 1, 1978, referred to above, which was recorded on July 19, 1978 at 11:20 a .m. as Recordation No. 9588.

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

Very truly yours,

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

Craig N. Smetko
Associate General Counsel

Enclosures

MEMORANDUM OF AMENDED AND RESTATED LEASE OF RAILROAD EQUIPMENT MAY 01 '01 4-58 PM

SURFACE TRANSPORTATION BOARD

Memorandum of Amended and Restated Lease of Railroad Equipment, made and entered into as of December 28, 2000, by and between (1)Wells Fargo Bank Minnesota, National Association (as successor to Northwestern National Bank of Minneapolis) and (2)Connell Finance Company, Inc. (as successor-in-interest to Connell Rice & Sugar Co., Inc. (Connell Leasing Division)) (both successors-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 that certain Restated Trust Agreement dated as of June 1, 1978, with Connell Rice & Sugar Co., Inc. (predecessor-in-interest to Connell Finance Company, Inc.) and Northwestern National Bank of Minneapolis (predecessor-in-interest to Wells Fargo Bank Minnesota, National Association) as Owners), collectively, 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 Lease of Railroad Equipment dated as of June 1, 1978, which was recorded with the Surface Transportation Board pursuant to the predecessor of Section 11301 of Title 49 of the United States Code on July 19, 1978 at 11:20 a.m. and assigned Recordation No. 9588 (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.

WELLS FARGO BANK MINNESOTA, NATIONAL ASSOCIATION, as Lessor

By: [Signature]
Name: Andrew Ruppel
Title: VP

(CORPORATE SEAL)

CONNELL FINANCE COMPANY, INC., 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 MINN.)
COUNTY OF HENNEPIN) SS.:

On this 17 day of April, 2001, before me personally appeared Andrew Kumprecht, to me personally known, who being by me duly sworn, says that he/she is VICE PRESIDENT of Wells Fargo Bank Minnesota National Association, a national banking association, that said instrument was signed on behalf of said banking association 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 banking association

Kurt L. Isaacson

Name: _____
Notary Public
My Commission Expires _____
Residing in KURT L. ISAACSON

NOTARY PUBLIC - MINNESOTA
MY COMMISSION EXPIRES 1-31-2005

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

On this 19th day of April, 2001, before me personally appeared Shane Connell, to me personally known, who being by me duly sworn, says that he/she is Exec. Vice President of Connell Finance Company, Inc., 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
Residing in My Commission Expires Sept. 30, 2002

STATE OF Texas)
COUNTY OF Tarrant) SS.:

On this, the 24 day of April, 2001, before me personally appeared L. Steven Bellomy, to me personally known, who being by me duly sworn, says that he/she is the Gen. Mgr. 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	8	BNSF 6840 through BNSF 6847, inclusive