LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE

CHICAGO, ILLINOIS 60601-7567

312-558-1000

TELECOPIER
312-750-8600

WRITER'S DIRECT LINE
(312) 750-8655

SUSAN G. LICHTENFELD

PARK AVENUE TOWER
65 EAST 55TH STREET
NEW YORK, NEW YORK 10022-3219
212-421-5555

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08873
732-563-2700

888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUL 15 10 33 AM '00

July 14, 1998

VIA OVERNIGHT COURIER

RECORDATION NO. 21512 FILED
JUL 15 '98 10-33 AM

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Attention: Janice Fort, Room 704

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two original executed copies and two photostatic copies of a Memorandum of Railcar Equipment Lease, dated as of July 1, 1998 (the "Memorandum of Lease"), between JAIX Leasing Company ("Lessor") and Burlington Northern and Santa Fe Railway Company ("Lessee"), which Memorandum of Lease is a primary document as defined in the Commission's Rules for the Recordation of Documents. The Memorandum of Lease relates to that certain Railcar Equipment Lease, dated as of July 1, 1998 (the "Lease") and Rider 2 to the Lease, dated as of July 1, 1998, between Lessor and Lessee.

The names and addresses of the parties to the enclosed Memorandum of Lease are:

Lessor: JAIX Leasing Company
980 North Michigan Avenue
Suite 1000
Chicago, Illinois 60611

Lessee: Burlington Northern and Santa Fe
Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131

A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Lease.

Also enclosed is a check in the amount of $26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original copy, the two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 3100, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Primary Document to be Recorded

Memorandum of Lease Agreement, dated as of July 1, 1998 between JAIX Leasing Company, as Lessor, and Burlington Northern and Santa Fe Railway Company, as Lessee, covering 120 aluminum AutoFlood coal cars being leased under Rider 2.

Very truly yours,

Susan Lichtenfeld

Susan G. Lichtenfeld

JAM/vgc
w/encl.
cc: Robert W. Kleinman
Joseph A. McQuade

RECORDATION NO. 21512 FILED

JUL 15 '98 10-33 AM

MEMORANDUM OF RAILCAR EQUIPMENT LEASE

THIS MEMORANDUM OF RAILCAR EQUIPMENT LEASE dated as of this 1st day of July, 1998, is made by The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, with an address at 2650 Lou Menk Drive, Forth Worth, Texas 76131 (the "Lessee"), and JAIX Leasing Company, a Delaware corporation, with an address at 980 North Michigan Avenue, Suite 1000, Chicago, Illinois 60611 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Railcar Equipment Lease and Rider 2 thereto (collectively, the "Lease") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By: _____
Name: THOMAS J. CLARKS
Title: MGR CUSTOMER LOGISTICS

JAIX LEASING COMPANY

By: _____
Name: EDWARD J. WHALEN
Title: PRESIDENT

07/02/98 RHCH27:SLICHTE\153298-1

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this 6th day of July, 1998 before me personally appears Thomas J. Claeys, to me personally known, who by me duly sworn, says that he/she is the Manager of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company 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 the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

SUSAN D. THOMPSON
Notary Public
STATE OF TEXAS
My Comm. Exp. 06/06/2002

[SEAL]

Susan D. Thompson
Notary Public

My Commission expires: 6/6/2002

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 6th day of July, 1998 before me personally appears Edward Wrazen, to me personally known, who by me duly sworn, says that he/she is the President of JAIX LEASING COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company 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 the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

OFFICIAL SEAL
CYNTHIA D. MARTIN
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 7-18-2000

[SEAL]

Cynthia D. Martin
Notary Public

My Commission expires:

SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR EQUIPMENT LEASE
DATED JULY 1, 1998

EQUIPMENT

120 aluminum AutoFlood coal cars marked JAIX 98711 through JAIX 98830 (both inclusive).