

Law Offices of

CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080

TWX 910-221-2103 Telex 206281  
FAX (312) 701-2361  
Telephone (312) 845-3000

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

RECORDATION NO. 19098-D

DEC 19 1994 - 12 20 PM

December 19, 1994 0100460045

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

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

Re: Burlington Northern Railroad Company  
Leveraged Lease Financing  
BN 1994-G

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

(1) Memorandum of Lease Assignment (BN 1994-G), dated as of December 20, 1994, among First Security Bank of Utah, National Association, as Indenture Trustee (the "Indenture Trustee" or the "Assignee"), and Wilmington Trust Company, as Owner Trustee (the "Owner Trustee" or the "Assignor").

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

Indenture Trustee and Assignee: First Security Bank of Utah, National Association  
79 South Main Street  
Salt Lake City, Utah 84111

Owner Trustee and Assignor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of eighteen dollars (\$18.00) is enclosed. Please time and date stamp the enclosed copy of 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 Commission for recordation to:

332045.01.02  
1404474

Law Offices of  
CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary  
December 19, 1994  
Page 2

Michael G. McGee  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

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

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BN 1994-G) among First Security Bank of Utah, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111 and Wilmington Trust Company, as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, dated as of December 20, 1994, covering certain new railroad rolling stock having the reporting marks listed therein. This document relates to the Memorandum of Equipment Lease Agreement, dated as of December 20, 1994, the Memorandum of Trust Indenture and Security Agreement, dated as of December 20, 1994, the Memorandum of Trust Indenture Supplement No. 1, dated as of December 20, 1994 and the Memorandum of Lease Supplement No. 1, dated as of December 20, 1994, which were recorded with the Interstate Commerce Commission on December 19, 1994 at 12:15 p.m. under recordation numbers 19098, 19098-A, 19098-C and 19098-B respectively, pursuant to Section 11303 of Title 49 of the United States Code.

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 McGee  
Michael G. McGee

MGM/b  
Enclosure

Law Offices of  
CHAPMAN AND CUTLER

**EXHIBIT A**  
**UNITS**

EQUIPMENT	QUANTITY	EQUIPMENT COST PER UNIT	REPORTING MARKS
New SD70M-AC Locomotives	20	\$1,900,000	BN 9488 through BN 9499, inclusive and BN 9504 through BN 9511, inclusive
New 100 Ton Box Cars	150	\$ 64,000	BN 286157 through BN 286306, inclusive

RECORDATION NO. 19098-D FILED 1994

DEC 19 1994 - 12 20 PM

**MEMORANDUM OF LEASE ASSIGNMENT**  
**(BN 1994-G)**

Memorandum of Lease Assignment, made and entered into as of December 20, 1994, between Wilmington Trust Company, a Delaware banking corporation, as Owner Trustee ("*Owner Trustee*") and First Security Bank of Utah, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

1. The Owner Trustee and Burlington Northern Railroad Company ("*Lessee*") have entered into an Equipment Lease Agreement (BN 1994-G), dated as of December 20, 1994, and Lease Supplement No. 1 thereto, dated December 20, 1994, covering certain locomotives and railcars bearing reporting marks as listed on Exhibit A attached hereto.
2. Memoranda of said Equipment Lease Agreement and of said Lease Supplement No. 1 were recorded with the Interstate Commerce Commission on December 19, 1994 at 12:15 p.m. under recordation numbers 19098 and 19098-B respectively, pursuant to section 11303 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1994-G), dated as of December 20, 1994, and Supplement No. 1 thereto, dated December 20, 1994, pursuant to which Wilmington Trust Company, as Owner Trustee has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to First Security Bank of Utah, National Association, as indenture trustee.

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

WILMINGTON TRUST COMPANY

By W. Chris Spoonberg

Name: W. Chris Spoonberg  
Title: Financial Services Officer

Executed on this 15 day of December, 1994.

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

By \_\_\_\_\_

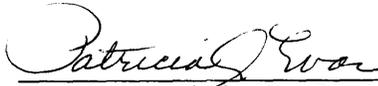
Name:  
Title:

Executed on this \_\_\_ day of December, 1994.

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

On this, the 15th day of December, 1994, before me, a Notary Public in and for said County and State, personally appeared W. Chris Sponenberg, who being by me duly sworn, says that (s)he is the Fin. Svs. Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on December 10, 1994 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: Patricia A. Evans  
Notary Public  
My Commission Expires: April 20, 1995  
Residing in Wilmington, Delaware

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of December, 1994, 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 FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on December \_\_, 1994 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 \_\_\_\_\_

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

WILMINGTON TRUST COMPANY

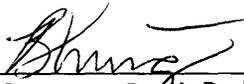
By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of December, 1994.

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

By  \_\_\_\_\_

Name:

**Brett R. King**

Title:

**Trust Officer**

Executed on this 15 day of December, 1994.

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of December, 1994, 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 December \_\_, 1994 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 ILLINOIS \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF COOK \_\_\_\_\_ )

On this, the 15th day of December, 1994, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Trust Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on December 15, 1994 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.

Carol Ann Barnum  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

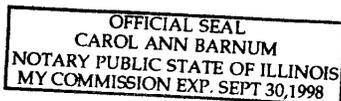


EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
New SD70M-AC Locomotives	20	BN 9488 through BN 9499, inclusive and BN 9504 through BN 9511, inclusive
New 100 Ton Box Cars	150	BN 286157 through BN 286306, inclusive