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**MEMORANDUM OF LEASE
OF RAILROAD EQUIPMENT**

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease Agreement, dated as of September 27, 1994 (the "Lease") between GATX/NLC Rail Partners (the "Lessor"), Burlington Northern Railroad Company (the "Lessee") and BN Leasing Corporation (the "Seller"), for the purposes of satisfying the requirement of recordation with the Interstate Commerce Commission under Section 49 U.S.C. 11303. The Lessor is the owner of the 100-ton Triple Covered Hopper cars more fully described in Annex A hereto (the "Cars"). The Lessee leased from the Lessor all the Cars at the rentals and upon the terms and conditions provided in the Lease. This Memorandum of Lease may be signed in one or more counterparts with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the Lessor, the Lessee and the Seller, each pursuant to due authority, have executed this Memorandum of Lease as of this 27th day of September, 1994.

"Lessor"

GATX/NLC RAIL PARTNERS

GATX THIRD AIRCRAFT CORPORATION
General Partner

By: Catherine B. Shacht

Title: _____

NATIONSBANC LEASING CORPORATION

By: George L. Robinson Jr.

Title: _____

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SENT BY: JonesDayReavis&Pogue ; 9-30-84 ; 12:57PM ; JDRP - New York 817 888 7484:# 3

"Lessor"

BURLINGTON NORTHERN RAILROAD
COMPANY

By: 
Robert F. McKenney
Title: Sr. Vice President & Treasurer

"Seller"

BN LEASING CORPORATION

By: 
Robert F. McKenney
Title: Vice President & Treasurer

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On September 30, 1994, before me, ELAINE M. RUST personally appeared Catherine B. Shachat, provided to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature Elaine M. Rust

ELAINE M. RUST
Notary Public, State of New York
No. 02304031663
Qualified in New York County
Commission Expires May 15, 1995

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On September 30, 1994, before me, ELAINE M. RUST, personally appeared George L. Robinson, Jr., provided to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature Elaine M. Rust

ELAINE M. RUST
Notary Public, State of New York
No. 01948013863
Qualified in New York County
Commission Expires 09-15, 1996

SENT BY: JonesDayReavis&Pogue ; 9-30-94 ; 4:18PM ; JDRP - New York-Ball, Janik & Novack;# 5

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STATE OF TEXAS)

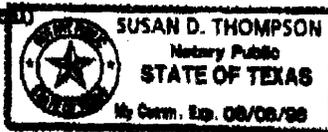
COUNTY OF TARRANT)

On September 30, before me, Susan D. Thompson personally appeared Robert F. McKenney, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

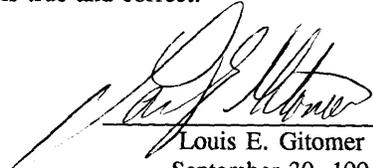
Signature

Susan D. Thompson (Scanned)



CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Memorandum of Lease of Railroad Equipment, dated as of September 27, 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
September 30, 1994

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JDRP - New York-Bail, Janik & Novack:# 6

SENT BY: JonesDayReavis&Pogue ; 9-30-94 ; 12:59PM ; 2127587386

JDRP - New York-

817 389 7484:# 7

STATE OF TEXAS)
COUNTY OF TARRANT)

On September 30, before me, Susan D. Thompson, personally appeared Robert E. McKenney, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature *Susan D. Thompson*

