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RECORDATION NO. 18997-A,B,C FILED 1425

SEP 28 1994 - [illegible] AM

INTERSTATE COMMERCE COMMISSION

September 28, 1994

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-D

Dear Mr. Williams:

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

The primary documents are as follows:

(1) Memorandum of Equipment Lease Agreement (BN 1994-D), dated as of September 15, 1994, between Wilmington Trust Company, as lessor (the *"Lessor"*), and Burlington Northern Railroad Company, as lessee (the *"Lessee"*); and

(2) Memorandum of Trust Indenture and Security Agreement (BN 1994-D), dated as of September 15, 1994, between Wilmington Trust Company, as Owner Trustee (the *"Owner Trustee"*) and First Security Bank of Utah, National Association, as Indenture Trustee (the *"Indenture Trustee"*).

The secondary documents are as follows:

(1) Memorandum of Lease Supplement No. 1 (BN 1994-D), dated as of September 15, 1994, between the Lessee and the Lessor; and

(2) Memorandum of Trust Indenture Supplement No. 1 (BN 1994-D), dated as of September 15, 1994, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 1 (BN 1994-D) and Memorandum of Trust Indenture Supplement No. 1 (BN 1994-D) are

Counterparts - [illegible]

connected are the Memorandum of Equipment Lease Agreement (BN 1994-D) and the Memorandum of Trust Indenture and Security Agreement (BN 1994-D), respectively, referred to above, which are being submitted for recording concurrently therewith.

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

MEMORANDUM OF LEASE AGREEMENT

Lessee: Burlington Northern Railroad Company
777 Main Street
Fort Worth, Texas 76102

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

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

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

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: Burlington Northern Railroad Company
777 Main Street
Fort Worth, Texas 76102

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1

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

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

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement, Memorandum of Trust Indenture and Security Agreement, Memorandum of Lease Supplement No. 1 and Memorandum of Trust Indenture Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of seventy-two dollars ($72.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Commission for recordation to:

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

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF EQUIPMENT LEASE AGREEMENT:

Memorandum of Equipment Lease Agreement (BN 1994-D) between Wilmington Trust Company, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and Burlington Northern Railroad Company, as Lessee, 777 Main Street, Fort Worth, Texas 76102, dated as of September 15, 1994, covering the new locomotives, new covered hopper cars and new aluminum coal cars bearing the reporting marks listed in the Schedule thereto.

(2) MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT:

Memorandum of Trust Indenture and Security Agreement (BN 1994-D) between Wilmington Trust Company, Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and First Security Bank of Utah, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated as of September 15, 1994, covering the obligations of the Owner Trustee and the Lessee relating to new locomotives, new covered hopper cars and new aluminum coal cars bearing the reporting marks listed in the Schedule thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BN 1994-D) between Wilmington Trust Company, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and Burlington Northern Railroad Company, as Lessee, 777 Main Street, Fort Worth, Texas 76102, dated as of September 15, 1994, covering new locomotives, new covered hopper cars, and new aluminum coal cars bearing the reporting marks listed in the Schedule thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee dated as of September 15, 1994, which is filed concurrently herewith.

(4) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1:

Memorandum of Trust Indenture Supplement No. 1 (BN 1994-D) between Wilmington Trust Company, as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and First Security Bank of Utah, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated as of September 15, 1994, covering the obligations of the Owner Trustee and the Lessee relating to new locomotives, new covered hopper cars, and new aluminum coal cars bearing reporting marks listed in the Schedule thereto. The Memorandum of Trust Indenture Supplement No. 1 is related to the Memorandum of Trust Indenture and Security Agreement between the Owner Trustee and the Indenture Trustee, dated as of September 15, 1994, which is filed concurrently herewith.

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 G. McGee
Michael G. McGee

MGM/cs
Enclosure

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
New SD70M-AC Locomotives	11	BN 9400 through BN 9410, inclusive
New Covered Hopper Cars	152	BN 469000 through BN 469151, inclusive
New Aluminum Coal Cars	182	BN 534860 through BN 535041, inclusive

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MEMORANDUM OF EQUIPMENT LEASE AGREEMENT (BN 1994-D)

Memorandum of Equipment Lease Agreement made and entered into as of September 15, 1994 by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation (*"Lessor"*) and Burlington Northern Railroad Company, a Delaware corporation (*"Lessee"*).

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement (BN 1994-D), dated as of September 15, 1994 (the *"Lease Agreement"*), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain locomotives and railcars bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

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.

WILMINGTON TRUST COMPANY

By_____
Name: NORMA P. CLOSS
Title: VICE PRESIDENT

Executed on this 23rd day of September, 1994.

BURLINGTON NORTHERN RAILROAD COMPANY

By_____
Name: Robert F. McKenney
Title: Senior Vice President and Treasurer

Executed on this ____ day of September, 1994.

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT (BN 1994-D)

Memorandum of Equipment Lease Agreement made and entered into as of September 15, 1994 by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation (*"Lessor"*) and Burlington Northern Railroad Company, a Delaware corporation (*"Lessee"*).

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement (BN 1994-D), dated as of September 15, 1994 (the *"Lease Agreement"*), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain locomotives and railcars bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

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.

WILMINGTON TRUST COMPANY

By_____
Name:
Title:

Executed on this ____ day of September, 1994.

BURLINGTON NORTHERN RAILROAD COMPANY

By_____
Name: Robert F. McKenney
Title: Senior Vice President and Treasurer

Executed on this 26th day of September, 1994.

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the 23 day of September, 1994, before me, a Notary Public in and for said County and State, personally appeared Norma P. Closs, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on September 23, 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.

Paula M. Sulecki

Name: PAULA M. SULECKI
Notary Public NOTARY PUBLIC
My Commission Expires My commission expires April 14, 1996
Residing in Wilmington Delaware

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

On this, the _____ day of September, 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 September __, 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_____

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

On this, the _____ day of September, 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 September __, 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 TEXAS)
) SS.:
COUNTY OF TARRANT)

On this, the 26th day of September, 1994, before me, a Notary Public in and for said County and State, personally appeared Robert F. McKenney, who being by me duly sworn, says that he is the Senior Vice President and Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on September 26, 1994 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.

Susan D. Thompson
Name:
Notary Public
My Commission Expires:
Residing in_____

SUSAN D. THOMPSON
Notary Public
STATE OF TEXAS
My Comm. Exp. 06/06/98

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
New SD70M-AC Locomotives	11	BN 9400 through BN 9410, inclusive
New Covered Hopper Cars	152	BN 469000 through BN 469151, inclusive
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