

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

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

18997-D
RECORDATION NO. FILED 1895

September 28, 1994
SEP 28 1994 - 11:00 AM

INTERSTATE COMMERCE COMMISSION

Chapman

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

Chapman

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-D), dated as of September 15, 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:

Law Offices of
CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary
September 28, 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-D) 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 September 15, 1994, covering certain new locomotives, new covered hopper cars and new aluminum coal cars having the reporting marks listed therein. This document relates to the Memorandum of Equipment Lease Agreement, dated as of September 15, 1994, the Memorandum of Trust Indenture and Security Agreement, dated as of September 15, 1994, the Memorandum of Trust Indenture Supplement No. 1, dated as of September 15, 1994 and the Memorandum of Lease Supplement No. 1, dated as of September 15, 1994, which were recorded with the Interstate Commerce Commission on September 28, 1994 at 11:30 a.m. under recordation numbers 18997, 18997-A, 18997-C and 18997-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

EQUIPMENT	UNITS	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

MEMORANDUM OF LEASE ASSIGNMENT
(BN 1994-D)

RECORDATION NO. 18997-7
FILED 1426

SEP 28 1994 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

Memorandum of Lease Assignment, made and entered into as of September 15, 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-D), dated as of September 15, 1994, and Lease Supplement No. 1 thereto, dated September 29, 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 September 28, 1994 at 11:30 a.m. under recordation numbers 18997 and 18997-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-D), dated as of September 15, 1994, and Supplement No. 1 thereto, dated September 29, 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: 

Name:

Title: NORMA P. CLOSS
VICE PRESIDENT

Executed on this 23rd day of September, 1994.

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION

By: _____

Name:

Title:

Executed on this ___ day of September, 1994.

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 September, 1994.

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION

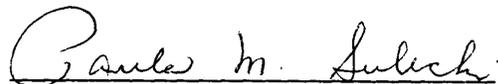
By:  _____
Name: **Brett R. King**
Title: **Trust Officer**

Executed on this 23rd 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.



Name: PAULA M. SULECKI
Notary Public NOTARY PUBLIC
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 Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 23rd day of September, 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 September 23, 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.

Yvonne M. Braffton
Name:
Notary Public
My Commission Expires:
Residing in _____



EXHIBIT A

EQUIPMENT	UNITS	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