

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

June 29, 1995

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

19499-7
RECORDATION NO. FILED 1425

JUN 29 1995 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

Re: Burlington Northern Railroad Company
Leveraged Lease Financing
BN 1995-B

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 1995-B), dated as of June 29, 1995, 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 twenty-one dollars (\$21.00) 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:

Counterparts - [Signature]

CHAPMAN AND CUTLER

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 1995-B) 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 June 29, 1995, 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 June 29, 1995, the Memorandum of Trust Indenture and Security Agreement, dated as of June 29, 1995, the Memorandum of Trust Indenture Supplement No. 1, dated as of June 29, 1995 and the Memorandum of Lease Supplement No. 1, dated as of June 29, 1995, which were recorded with the Interstate Commerce Commission on June 29, 1995 at 10:05 a.m. under recordation numbers 19499, 19499-A, 19499-C and 19499-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 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	35	\$1,900,000	BN 9512 through BN 9546, inclusive



Interstate Commerce Commission
Washington, D.C. 20423-0001

6/29/95

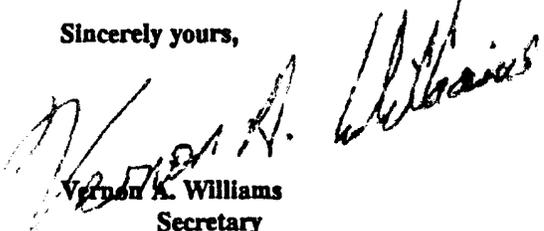
Office Of The Secretary

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

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/29/95 at 10:10AM, and assigned recordation number(s). 19499-D, 19500-D, 19501-D, 19502-D, 19503-D and 19504-D.

Sincerely yours,

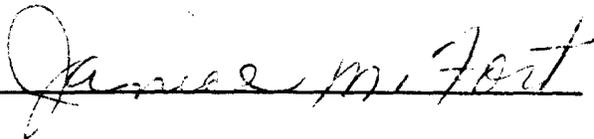

Vernon A. Williams
Secretary

Enclosure(s)

(0100673011)

\$126.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 19499-D
FILED 1995
JUN 29 1995 10 11 AM
INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF LEASE ASSIGNMENT
(BN 1995-B)**

Memorandum of Lease Assignment, made and entered into as of June 29, 1995, 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 1995-B), dated as of June 15, 1995, and Lease Supplement No. 1 thereto, dated June 29, 1995, covering certain locomotives 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 June 29, 1995 at 10:05 a.m. under recordation numbers 19499 and 19499-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 1995-B), dated as of June 15, 1995, and Trust Indenture Supplement No. 1 thereto, dated June 29, 1995, 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

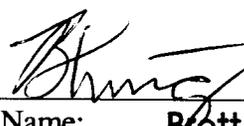
By _____

Name:

Title:

Executed on this ____ day of June, 1995.

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION

By  _____

Name:

Brett R. King

Title:

Trust Officer

Executed on this 29th day of June, 1995.

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

On this, the 23 day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared Donald G. MacKelcan, who being by me duly sworn, says that (s)he is the Sr. Finan. Svs. Of. of WILMINGTON TRUST COMPANY, that said instrument was signed on June 23, 1995 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.

PATRICIA A. EVANS
NOTARY PUBLIC - DELAWARE
MY COMMISSION EXPIRES APR. 20, 1999


Name: Patricia A. Evans
Notary Public
My Commission Expires: 4/20/99
Residing in Wilmington, Delaware

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

On this, the ____ day of June, 1995, 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 June __, 1995 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 June, 1995, 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 June __, 1995 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.

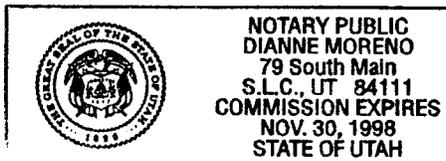
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 29th day of June, 1995, 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 June 29, 1995 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.



Dianne Moreno

Name:
Notary Public
My Commission Expires:
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
New SD70M-AC Locomotives	35	BN 9512 through BN 9546, inclusive