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September 21, 1995

RECORDATION NO. 19608 FILED 1428

SEP 21 1995 -9 05 AM

INTERSTATE COMMERCE COMMISSION

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

Re: Burlington Northern Railroad Company
\$51,688,000 Lease Financing of Rail Equipment

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code, two 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 document is as follows:

Memorandum of Equipment Lease Agreement, dated as of September 21, 1995 between First Security Bank of Utah, National Association, as lessor (the "Lessor"), and Burlington Northern Railroad Company, as lessee (the "Lessee").

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

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

Lessor: First Security Bank of Utah, N.A.
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 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

Counterparts - Jwb.

RECEIVED
OFFICE OF THE
SECRETARY

SEP 21 9 03 AM '95

LICENSING BRANCH

CHAPMAN AND CUTLER

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:

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

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

Memorandum of Equipment Lease Agreement between First Security Bank of Utah, National Association, as Lessor, 79 South Main Street, Salt Lake City, Utah 84111 and Burlington Northern Railroad Company, as Lessee, 777 Main Street, Fort Worth, Texas 76102, dated as of September 21, 1995, covering new railroad rolling stock bearing the reporting marks listed in the Schedule thereto.

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 Mike McGee
Michael G. McGee

MGM/b
Enclosure

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
New 100-ton Triple covered Hopper Cars with 4,750 cubic foot capacity and designed for 286,000 pound gross weight on rail	994	BN 471500 through BN 471525, inclusive BN 471527 through BN 472074, inclusive BN 472077 through BN 472078, inclusive BN 472080 through BN 472122, inclusive BN 472124 through BN 472212, inclusive BN 472214 through BN 472499, inclusive

SEP 21 1995 -9 05 AM

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT

INTERSTATE COMMERCE COMMISSION

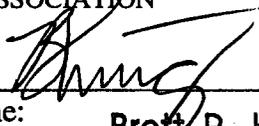
Memorandum of Equipment Lease Agreement made and entered into as of September 21, 1995 by and between First Security Bank of Utah, National Association, as Owner Trustee, a national banking association ("*Lessor*"), and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement, dated as of September 1, 1995 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain 100-ton triple covered hopper cars 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.

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION

By 

Name:

Title:

Brett R. King
Trust Officer

Executed on this 15th day of September,
1995.

BURLINGTON NORTHERN RAILROAD
COMPANY

By _____

Name: Robert F. McKenney

Title: Senior Vice President and Treasurer

Executed on this ____ day of September,
1995.

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT

Memorandum of Equipment Lease Agreement made and entered into as of September 2, 1995 by and between First Security Bank of Utah, National Association, as Owner Trustee, a national banking association ("Lessor"), and Burlington Northern Railroad Company, a Delaware corporation ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement, dated as of September 1, 1995 (the "Lease Agreement"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain 100-ton triple covered hopper cars 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.

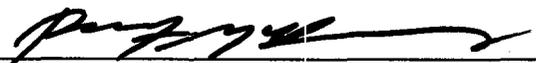
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION

By _____
Name:
Title:

Executed on this ____ day of September,
1995.

BURLINGTON NORTHERN RAILROAD
COMPANY

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

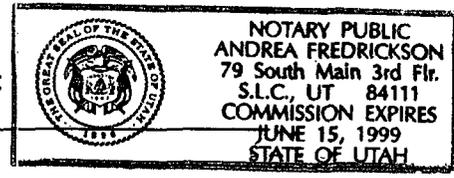
Executed on this 15th day of September,
1995.

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

On this, the 15th day of September, 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 September 15, 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.

Andrea Fredrickson
Name:
Notary Public
My Commission Expires:
Residing in _____



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

On this, the _____ day of September, 1995, 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 __, 1995 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.

Name:
Notary Public
My Commission Expires:
Residing in _____

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

On this, the _____ day of September, 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 September __, 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 Texas)
) SS.:
COUNTY OF Tarrant)

On this, the 15th day of September, 1995, 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 15, 1995 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: Susan D. Thompson
Notary Public
My Commission Expires: 6/6/98
Residing in Ft. Worth, Texas

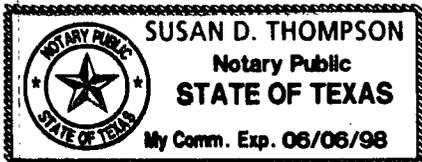


EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
New 100-ton Triple Covered Hopper cars with 4,750 cubic foot capacity and designed for 286,000 pound gross weight on rail	994	BN 471500 through BN 471525, inclusive BN 471527 through BN 472074, inclusive BN 472077 through BN 472078, inclusive BN 472080 through BN 472122, inclusive BN 472124 through BN 472212, inclusive BN 472214 through BN 472499, inclusive