

19734-D

NOV 30 1995 10:11 AM

**MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT
(BNRR 1995-J)**

Memorandum of Dollar Account Pledge Agreement, made and entered into as of November 30, 1995 by and between NBB Austin Lease Co., Ltd., a Japanese corporation ("*Borrower*"), and Kreditanstalt für Wiederaufbau ("*Agent*").

WITNESSETH:

The undersigned have entered into that certain Dollar Account Pledge Agreement (BNRR 1995-J) (the "*Pledge Agreement*"), dated as of November 30, 1995, by which Borrower pledged, assigned, and granted to Agent a security interest in, all of the Borrower's right, title and interest in and to the Dollar Account described in said Pledge 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.

NBB AUSTIN LEASE CO., LTD.

By Thomas M. Tuggle
Name: Thomas M. Tuggle
Title: Attorney-in-Fact

Executed on this 29th day of November, 1995.

KREDITANSTALT FÜR WIEDERAUFBAU

By Michael Jung
Name: Michael Jung
Title: Vice President

Executed on this 22nd day of Nov., 1995.

By Bernd Backhoff
Name: Bernd Backhoff
Title: Project Manager

Executed on this 22nd day of Nov., 1995.

STATE OF PENNSYLVANIA)
) SS.:
COUNTY OF PHILADELPHIA)

On this, the 29th day of November, 1995, before me, a Notary Public in and for said County and State, personally appeared Thomas M. Tuggle, who being by me duly sworn, says that (s)he is the Attorney-in-Fact of NBB AUSTIN LEASE CO., LTD., that said instrument was signed on November 29,, 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.

Hollie R. Gibbonay
Name: Hollie R. Gibbonay
Notary Public
My Commission Expires April 6, 1998
Residing in _____

STATE OF New York)
) SS.:
COUNTY OF New York)

On this, the 22nd day of November, 1995, before me, a Notary Public in and for said County and State, personally appeared Michael Jung, who being by me duly sworn, says that he is the Vice President of KREDITANSTALT FÜR WIEDERAUFBAU, that said instrument was signed on Nov 22, 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.

Remi Bissu
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

Remi Bissu
Notary Public, State of New York
No. 01B15040125
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 2, 1998

STATE OF New York)
) SS:
COUNTY OF New York)

On this, the 22nd day of November, 1995, before me, a Notary Public in and for said County and State, personally appeared Bernd Bockholt, who being by me duly sworn, says that he is the Project Manager of KREDITANSTALT FÜR WIEDERAUFBAU, that said instrument was signed on Nov. 22, 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.

Remi Bissu
Name:
Notary Public
My Commission Expires:
Residing in _____

REMI BISSU
Notary Public, State of New York
No. 01BIS040125
Qualified in Kings County
Certificate Filed in New York County
Office Expires March 9, 1997

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	44	BN 9646 through BN 9661, inclusive; BN 9663 through BN 9666, inclusive; BN 9668 through BN 9687, inclusive; BN 9713 through BN 9716, inclusive.

0100872003

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November 30, 1995

19734-E

NOV 30 1995 10:11 AM

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
BNRR 1995-J

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code, three 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:

Memorandum of Lease Assignment (BNRR 1995-J), dated November 30, 1995, between First Security Bank of Utah, National Association, as Security Trustee (the "Security Trustee" or the "Assignee"), and NBB Austin Lease Co., Ltd., as Lessor (the "Lessor" or the "Assignor").

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

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

Lessor and Assignor: NBB Austin Lease Co., Ltd.
c/o Nomura Babcock & Brown Co., Ltd.
Dai-Ichi Edobashi Building
1-11-1 Nihonbashi
Chuo-Ku, Tokyo 103, Japan

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 copies of the enclosed document along with the extra copy of this letter as proof of

Counterpart - Gosh.