

19734-E

NOV 30 1995 10:05 AM

**MEMORANDUM OF LEASE ASSIGNMENT  
(BNRR 1995-J)**

Memorandum of Lease Assignment, made and entered into on November 30, 1995, between NBB Austin Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and First Security Bank of Utah, National Association, a national banking association, as Security Trustee ("*Security Trustee*").

**WITNESSETH:**

1. The Lessor and Burlington Northern Railroad Company ("*Lessee*") have entered into a Lease Agreement (BNRR 1995-J), dated November 30, 1995, and Lease Supplement No. 1 thereto, dated November 30, 1995, covering certain locomotives bearing reporting marks as listed on Exhibit A attached hereto.

2. Memoranda of said Lease Agreement and of said Lease Supplement No. 1 were recorded with the Interstate Commerce Commission on November 30, 1995 at 10:05 a.m. under recordation numbers 19734 and 19734-B respectively, pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage and Security Agreement (BNRR 1995-J), dated November 30, 1995, and Mortgage Supplement No. 1 thereto, dated November 30, 1995, pursuant to which Lessor, 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 Security Trustee.

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  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

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

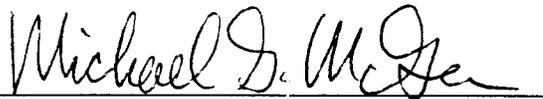
MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNRR 1995-J) between First Security Bank of Utah, National Association, as Security Trustee, 79 South Main Street, Salt Lake City, Utah 84111 and 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, dated November 30, 1995, covering certain new railroad rolling stock having the reporting marks listed therein. This document relates to the Memorandum of Lease Agreement, dated November 30, 1995, the Memorandum of Mortgage and Security Agreement, dated November 30, 1995, the Memorandum of Mortgage Supplement No. 1, dated November 30, 1995 and the Memorandum of Lease Supplement No. 1, dated November 30, 1995, which were recorded with the Interstate Commerce Commission on November 30, 1995 at \_\_\_:\_\_\_ .m. under recordation numbers \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_, 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
General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	44	\$2,000,000	BN 9546 through BN 9561, inclusive; BN 9563 through BN 9566, inclusive; BN 9568 through BN 9587, inclusive; BN 9713 through BN 9716, inclusive.



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

11/30/95

Office Of The Secretary

Michael G. McGee, Esq.  
Chapman And Cutler  
111 West Monroe Street  
Chicago, Illinois 60603-4080

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 11/30/95 at 10:15AM, and assigned recordation number(s). 19734-E.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100872003)

\$ 21.00 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

Law Offices of  
CHAPMAN AND CUTLER

**EXHIBIT A**

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General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	44	\$2,000,000	BN 9646 through BN 9661, inclusive; BN 9663 through BN 9666, inclusive; BN 9668 through BN 9687, inclusive; BN 9713 through BN 9716, inclusive.



Interstate Commerce Commission  
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Signature

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 29th 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. Gibboney  
Name: Hollie R. Gibboney  
Notary Public  
My Commission Expires: April 6, 1998  
Residing in City of Philadelphia, Phila. County

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 Brett 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 and sealed on November 29th 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.

Hollie R. Gibboney  
Name: Hollie R. Gibboney  
Notary Public  
My Commission Expires: April 6, 1998  
Residing in City of Philadelphia, Phila. County

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