

CHAPMAN AND CUTLER

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19942

21 2

February 22, 1996

19942-A, B, C, D, E

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Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Re: Burlington Northern Railroad Company
Leveraged Lease Locomotive Financing
BNRR 1996-A

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three copies of each of the primary documents and the secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

- (1) Memorandum of Lease Agreement (BNRR 1996-A), dated February 22, 1996, between Dia Stream Ltd., as lessor (the "Lessor"), and Burlington Northern Railroad Company, as lessee (the "Lessee"); and
- (2) Memorandum of Mortgage and Security Agreement (BNRR 1996-A), dated February 22, 1996, between the Lessor, as borrower (the "Borrower") and First Security Bank of Utah, National Association, as security trustee (the "Security Trustee").

The secondary documents are as follows:

- (1) Memorandum of Lease Supplement No. 1 (BNRR 1996-A), dated February 22, 1996, between the Lessee and the Lessor;
- (2) Memorandum of Mortgage Supplement No. 1 (BNRR 1996-A), dated February 22, 1996, between the Lessor, as Borrower, and the Security Trustee;
- (3) Memorandum of Dollar Account Pledge Agreement (BNRR 1996-A), dated February 22, 1996, between Kreditanstalt für Wiederaufbau ("KfW"), as agent (the "Agent"), and the Lessor, as Borrower; and

FEB 21 2 06 PM '96

Countersignatures - [unclear]

CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary
February 22, 1996
Page 2

(4) Memorandum of Yen Assignment Agreement (BNRR 1996-A), dated February 22, 1996, between the Lessor, as assignor (the "Assignor"), and The Mitsubishi Bank, Limited, as assignee (the "Assignee").

The primary documents to which Memorandum of Lease Supplement No. 1 (BNRR 1996-A) and Memorandum of Mortgage Supplement No. 1 (BNRR 1996-A) are connected are the Memorandum of Lease Agreement (BNRR 1996-A) and the Memorandum of Mortgage and Security Agreement (BNRR 1996-A), respectively, referred to above, which are being submitted for recording concurrently therewith.

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

MEMORANDUM OF LEASE AGREEMENT

Lessee: Burlington Northern Railroad Company
3200 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

Lessor: Dia Stream Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Project Development
Department

MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT

Borrower: Dia Stream Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Project Development
Department

Security Trustee: First Security Bank of Utah, National Association,
as Security Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary
February 22, 1996
Page 3

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: Burlington Northern Railroad Company
3200 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

Lessor: Dia Stream Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Project Development
Department

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1

Borrower: Dia Stream Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Project Development
Department

Security Trustee: First Security Bank of Utah, National Association,
as Security Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT

Borrower: Dia Stream Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Project Development
Department

Agent: Kreditanstalt für Wiederaufbau
Palmengartenstrasse 5-9
60325 Frankfurt am Main, Germany

CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary
February 22, 1996
Page 4

MEMORANDUM OF YEN ASSIGNMENT AGREEMENT

Assignor: Dia Stream Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Project Development
Department

Assignee: The Mitsubishi Bank, Limited, acting through
its Hong Kong Branch
Hong Kong Branch
14th Floor, Tower 1, Admiralty Centre
18 Harcourt Road, Central
Hong Kong

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement, Memorandum of Mortgage and Security Agreement, Memorandum of Lease Supplement No. 1, Memorandum of Mortgage Supplement No. 1, Memorandum of Dollar Account Pledge Agreement and the Memorandum of Yen Assignment Agreement is as set forth on Exhibit A hereto.

A fee of one hundred twenty-six dollars (\$126.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE AGREEMENT:

Memorandum of Lease Agreement (BNRR 1996-A) between Dia Stream Ltd., as Lessor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, and Burlington Northern Railroad Company, as Lessee, 3200 Continental Plaza, 777 Main Street, Fort Worth, TX 76102, dated February 22, 1996, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto.

CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary
February 22, 1996
Page 5

(2) MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT:

Memorandum of Mortgage and Security Agreement (BNRR 1996-A) between Dia Stream Ltd., as Borrower, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, and First Security Bank of Utah, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated February 22, 1996, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the Schedule thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BNRR 1996-A) between Dia Stream Ltd., as Lessor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, and Burlington Northern Railroad Company, as Lessee, 3200 Continental Plaza, 777 Main Street, Fort Worth, TX 76102, dated February 22, 1996, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee, dated February 22, 1996, which is filed concurrently herewith.

(4) MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1:

Memorandum of Mortgage Supplement No. 1 (BNRR 1996-A) between Dia Stream Ltd., as Borrower, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, and First Security Bank of Utah, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated February 22, 1996, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing road numbers listed in the Schedule thereto. The Memorandum of Mortgage Supplement No. 1 is related to the Memorandum of Mortgage and Security Agreement between the Borrower and the Security Trustee, dated February 22, 1996, which is filed concurrently herewith.

(5) MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT:

Memorandum of Dollar Account Pledge Agreement (BNRR 1996-A) between Kreditanstalt für Wiederaufbau, as Agent, Palmengartenstrasse 5-9, 60325 Frankfurt am Main, Germany, and Dia Stream Ltd., as Borrower, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, dated February 22, 1996, relating to the grant by the Borrower to the Agent of a security interest in the Borrower's right, title and interest in and to the Dollar

CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary
February 22, 1996
Page 6

Account described in the Dollar Account Pledge Agreement, dated February 2, 1996, between the Agent and the Borrower.

(6) MEMORANDUM OF YEN ASSIGNMENT AGREEMENT:

Memorandum of Yen Assignment Agreement (BNRR 1996-A) between Dia Stream Ltd., as Assignor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, and The Mitsubishi Bank, Limited, acting through its Hong Kong Branch, as Assignee, Hong Kong Branch, Tower 1, Admiralty Centre, 18 Harcourt Road, Central, Hong Kong, dated February 22, 1996, relating to the grant by the Assignor to the Assignee of a security interest in the Assignor's right, title and interest in and to the Collateral described in the Yen Assignment Agreement, dated February 22, 1996, between the Assignor and the Assignee.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/wp
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	8	BN 9717 through BN 9724, inclusive

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

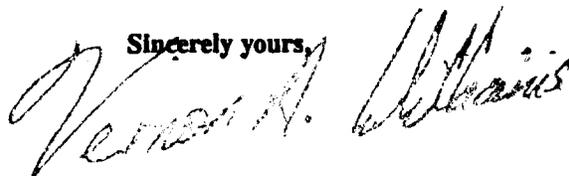
2/21/96

Karl T. Williams, Esq.
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 2/21/96 at 2:10 and , and assigned recordation number(s). 19942, 19942-A, B, C, D, E, F and G. 2:15 and 2:20PM

Sincerely yours,

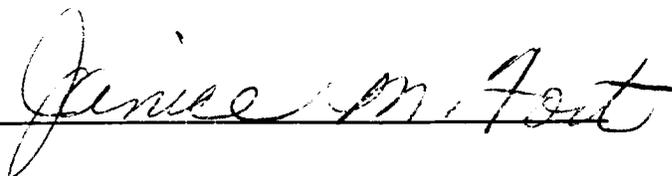


Vernon A. Williams
Secretary

Enclosure(s)

\$ 168.00 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



**MEMORANDUM OF LEASE AGREEMENT
(BNRR 1996-A)**

Memorandum of Lease Agreement, made and entered into on February 22, 1996 by and between Dia Stream Ltd., a Japanese corporation ("*Lessor*"), and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (BNRR 1996-A), dated February 2, 1996, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, 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.

DIA STREAM LTD.

By 
Name: Takahiro Miwa
Title: Attorney-in-Fact

Executed on this 14th day of February, 1996.

BURLINGTON NORTHERN RAILROAD
COMPANY

By _____
Name: Paul J. Weyandt
Title: Assistant Vice President - Finance

Executed on this ____ day of February, 1996.

**MEMORANDUM OF LEASE AGREEMENT
(BNRR 1996-A)**

Memorandum of Lease Agreement, made and entered into on February 22, 1996 by and between Dia Stream Ltd., a Japanese corporation ("*Lessor*"), and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (BNRR 1996-A), dated February 2, 1996, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, 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.

DIA STREAM LTD.

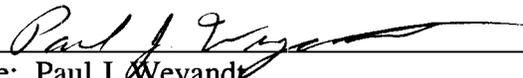
By _____

Name: Takahiro Miwa

Title: Attorney-in-Fact

Executed on this ____ day of February, 1996.

BURLINGTON NORTHERN RAILROAD
COMPANY

By  _____

Name: Paul J. Weyandt

Title: Assistant Vice President - Finance

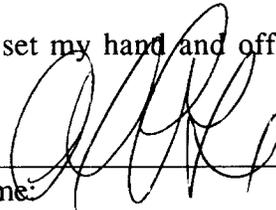
Executed on this 15th day of February, 1996.

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

On this, the 14th day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Takahiro Miwa, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA STREAM LTD., that said instrument was signed on February 7, 1996 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.

MARIO O. MORRONE
Notary Public, State of New York
No. 24-4611599
Qualified in Kings County
Commission Expires October 31, 1996



Name:
Notary Public
My Commission Expires:
Residing in _____

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

On this, the _____ day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President - Finance of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on February __, 1996 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 NEW YORK)
) SS.:
COUNTY OF _____)

On this, the _____ day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Takahiro Miwa, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA STREAM LTD., that said instrument was signed on February __, 1996 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.

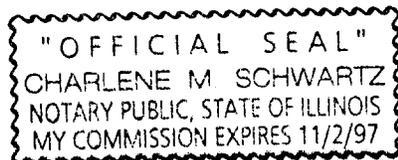
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this, the 15th day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President - Finance of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on February 15, 1996 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.



Charlene M. Schwartz
Name:
Notary Public
My Commission Expires:
Residing in West Plains, IL

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	8	BN 9717 through BN 9724, inclusive