

CHAPMAN AND CUTLER

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February 22, 1996

19942-G

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 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 Lessor Security 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").

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

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

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

The underlying Lessor Security Agreement provides, *inter alia*, for the granting of a junior security interest in certain Locomotives (the "Equipment") in favor of the Lessee.

Country Park -
Cutler

Law Offices of
CHAPMAN AND CUTLER

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

199426

**MEMORANDUM OF LESSOR SECURITY AGREEMENT
(BNRR 1996-A)**

Memorandum of Lessor Security 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 Lessor Security Agreement (BNRR 1996-A), dated February 2, 1996, whereby the Lessor has granted to the Lessee a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

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 T. Miwa
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 LESSOR SECURITY AGREEMENT
(BNRR 1996-A)**

Memorandum of Lessor Security 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*").

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DIA STREAM LTD.

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

Executed on this ____ day of February, 1996.

BURLINGTON NORTHERN RAILROAD
COMPANY

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

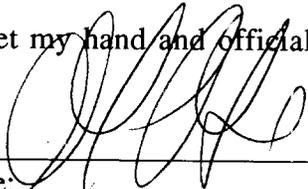
Executed on this 25th day of February, 1996.

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 14th, 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 Q. MORRONE
Notary Public, State of New York
No. 23-481149
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.

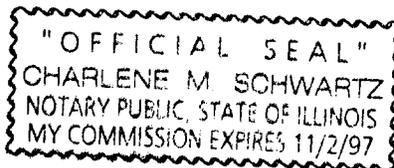
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

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

On this, the _____ 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.



Charlene M. Schwartz
Name:
Notary Public
My Commission Expires:
Residing in North Plain, 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

CHAPMAN AND CUTLER

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

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lessor Security 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 copies 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 Board for recordation to:

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

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

MEMORANDUM OF LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security 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 certain diesel electric locomotives bearing the road numbers listed in the Schedule attached thereto.

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
Enclosure