

CHAPMAN AND CUTLER

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Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

July 23, 1996

RECORDATION NO. 20191
JUL 23 1996 1:51 PM
INTERSTATE COMMERCE COMMISSION

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-B

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 Lease Assignment (BNRR 1996-B), dated July 23, 1996, between Portland Locomotive Lease Co., Ltd., as lessor (the "Lessor" or "Assignor"), Burlington Northern Railroad Company, as lessee (the "Lessee"), and First Security Bank, National Association, as indenture trustee (the "Indenture Trustee" or the "Assignee").

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

Lessor and Assignor: Portland Locomotive Lease Co., Ltd.
Caledonian House
Mary Street
P.O. Box 1043
George Town
Grand Cayman, Cayman Islands

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

Counters part - [Handwritten signature]

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Indenture Trustee and Assignee: First Security Bank, National Association,
as Indenture Trustee
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 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 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 LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNRR 1996-B) between Portland Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, Burlington Northern Railroad Company, as Lessee, 3200 Continental Plaza, 777 Main Street, Fort Worth, Texas 76102, and First Security Bank, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated July 23, 1996, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. This document relates to the Memorandum of Lease Agreement, dated July 23, 1996, the Memorandum of Trust Indenture and Security Agreement, dated July 23, 1996, the Memorandum of Trust Indenture Supplement No. 1, dated July 23, 1996 and the Memorandum of Lease Supplement No. 1, dated July 23, 1996, which were recorded with the Surface Transportation Board on July 23, 1996 at 1:55 P.m. under recordation numbers 20191, 20191-A, 20191-C and 20191-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

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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/rm
Enclosure

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	28	BN 9699, BN 9711, BN 9712, BN 9740 through BN 9764, inclusive
General Motors Corporation (Electro-Motive Division) Model SD75M Diesel Electric Locomotives	6	ATSF 8251, ATSF 8257 through ATSF 8261, inclusive
General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	5	BNSF 971 through BNSF 975, inclusive

20191 ^D

MEMORANDUM OF LEASE ASSIGNMENT
(BNRR 1996-B)

Memorandum of Lease Assignment, made and entered into on July 23, 1996, by and between Portland Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*"), Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*"), and First Security Bank, National Association, a national banking association, as indenture trustee ("*Indenture Trustee*").

WITNESSETH:

1. The Lessor and Lessee have entered into that certain Lease Agreement (BNRR 1996-B) (the "*Lease Agreement*"), dated as of July 23, 1996, and Lease Supplement No. 1 (the "*Lease Supplement*") thereto, dated as of July 23, 1996, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on July 23, 1996 at 1:55 p.m. under recordation numbers 20191 and 20191-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNRR 1996-B) (the "*Indenture*"), dated as of July 23, 1996, and Trust Indenture Supplement No. 1 (the "*Indenture Supplement*") thereto, dated as of July 23, 1996, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement, and the rents and other proceeds therefrom (with certain exceptions) to the Indenture Trustee.

4. Memoranda of said Indenture and of said Indenture Supplement were recorded with the Surface Transportation Board on July 23, 1996 at 1:55 p.m. under recordation numbers 20191-A and 20191-C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

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

PORTLAND LOCOMOTIVE LEASE CO., LTD.

By 
Name: F. Jan Blaustein
Title: President

Executed on this 18th day of July, 1996.

BURLINGTON NORTHERN RAILROAD
COMPANY

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

Executed on this _____ day of July, 1996.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____
Name: Brett R. King
Title: Trust Officer

Executed on this _____ day of July, 1996.

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

PORTLAND LOCOMOTIVE LEASE CO., LTD.

By _____
Name: F. Jan Blaustein
Title: President

Executed on this ____ day of July, 1996.

BURLINGTON NORTHERN RAILROAD
COMPANY

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

Executed on this 18th day of July, 1996.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____
Name: Brett R. King
Title: Trust Officer

Executed on this ____ day of July, 1996.

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

PORTLAND LOCOMOTIVE LEASE CO., LTD.

By _____
Name: F. Jan Blaustein
Title: President

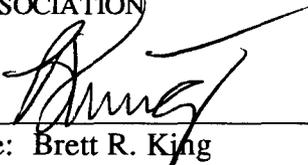
Executed on this ____ day of July, 1996.

BURLINGTON NORTHERN RAILROAD
COMPANY

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

Executed on this ____ day of July, 1996.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

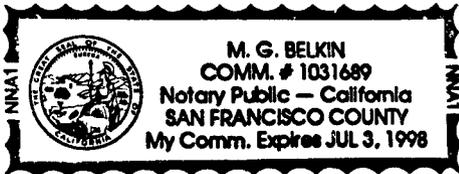
By  _____
Name: Brett R. King
Title: Trust Officer

Executed on this 18TH day of July, 1996.

STATE OF California)
) SS.:
COUNTY OF San Francisco

On this, the 18th day of July, 1996, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of PORTLAND LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on July 18, 1996 on behalf of said corporation by authority of its Board of Directors, and she 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.



M. G. Belkin
Name: M. G. Belkin
Notary Public
My Commission Expires:
Residing in _____

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

On this, the ____ day of July, 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 and Assistant Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on July __, 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 _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of _____, 1996, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of PORTLAND LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on July ____, 1996 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

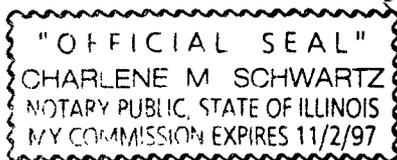
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

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

On this, the 18th day of July, 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 and Assistant Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on July 18, 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 Illinois

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

On this, the 18th day of July, 1996, 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 he is the Trust Officer of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on July 12, 1996 on behalf of said association 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 association.

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 _____

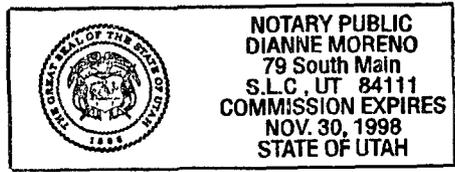


EXHIBIT A

UNITS

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