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October 24, 1996

20326 -E

OCT 25 1996 2 PM

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-E

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-E), dated October 25, 1996, between Seattle Locomotive Lease Co., 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
2650 Lou Menk Drive
Second Floor
Fort Worth, Texas 76131

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

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.

Counterparts

550056 01 03
1432947

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-two dollars ($22.00) 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-E) between Seattle Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, and Burlington Northern Railroad Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, dated October 25, 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

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	21	BNSF 996 through, BNSF 1012, inclusive; BNSF 1014 through BNSF 1017, inclusive

21328 -E

OCT 24 1996 -2

MEMORANDUM OF LESSOR SECURITY AGREEMENT
(BNRR 1996-E)

Memorandum of Lessor Security Agreement, made and entered into on October 25, 1996 by and between Seattle Locomotive Lease Co., Ltd., a Cayman Islands corporation (*"Lessor"*), and Burlington Northern Railroad Company, a Delaware corporation (*"Lessee"*).

WITNESSETH:

The undersigned have entered into that certain Lessor Security Agreement (BNRR 1996-E), dated as of October 25, 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.

SEATTLE LOCOMOTIVE LEASE CO., LTD.

By F. J. Blaustein
Name: F. Jan Blaustein
Title: President

Executed on this 21 day of October, 1996.

BURLINGTON NORTHERN RAILROAD COMPANY

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

Executed on this ____ day of October, 1996.

MEMORANDUM OF LESSOR SECURITY AGREEMENT
(BNRR 1996-E)

Memorandum of Lessor Security Agreement, made and entered into on October 25, 1996 by and between Seattle Locomotive Lease Co., Ltd., a Cayman Islands corporation (*"Lessor"*), and Burlington Northern Railroad Company, a Delaware corporation (*"Lessee"*).

WITNESSETH:

The undersigned have entered into that certain Lessor Security Agreement (BNRR 1996-E), dated as of October 25, 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.

SEATTLE LOCOMOTIVE LEASE CO., LTD.

By_____
Name: F. Jan Blaustein
Title: President

Executed on this ____ day of October, 1996.

BURLINGTON NORTHERN RAILROAD COMPANY

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

Executed on this 17th day of October, 1996.

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

On this, the 21 day of October, 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 SEATTLE LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on October 21, 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
COMM. # 1031689
Notary Public — California
SAN FRANCISCO COUNTY
My Comm. Expires JUL 3, 1998

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

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

On this, the _____ day of October, 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 October __, 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 October, 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 SEATTLE LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on October __, 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 17th day of October, 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 October 17, 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.

"OFFICIAL SEAL"
BONNIE REMLEY
Notary Public, State of Illinois
My Commission Expires Dec 12, 1999

Bonnie Remley
Name:
Notary Public
My Commission Expires: 12-12-99
Residing in Schaumburg Ill Cook Cty

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	21	BNSF 996 through BNSF 1012, inclusive; BNSF 1014 through BNSF 1017, inclusive