Law Offices of

CHAPMAN AND CUTLER

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

111 West Monroe Street, Chicago, Illinois 60603-4080
TWX 910-221-2103 Telex 206281
FAX (312) 701-2361
Telephone (312) 845-3000

2 North Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

20327

October 24, 1996

OCT 24 1996 -2 PM

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

20327-A, B, C

OCT 24 1996 -2 PM

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

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-F), dated October 25, 1996, between Tacoma Locomotive Lease co., Ltd., as lessor (the *"Lessor"*), and Burlington Northern Railroad Company, as lessee (the *"Lessee"*); and

(2) Memorandum of Trust Indenture and Security Agreement (BNRR 1996-F), dated October 25, 1996, between the Lessor, the Lessee, and First Security Bank, National Association, as indenture trustee (the *"Indenture Trustee"*).

The secondary documents are as follows:

(1) Memorandum of Lease Supplement No. 1 (BNRR 1996-F), dated October 25, 1996, between the Lessee and the Lessor; and

(2) Memorandum of Trust Indenture Supplement No. 1 (BNRR 1996-F), dated October 25, 1996, between the Lessor and the Indenture Trustee.

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

Original + Counterparts - 1

550113.01.03
1432947

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

MEMORANDUM OF LEASE AGREEMENT

Lessee: Burlington Northern Railroad Company
2650 Lou Menk Drive
Second Floor
Fort Worth, Texas 76131

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

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

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

Lessee: Burlington Northern Railroad Company
2650 Lou Menk Drive
Second Floor
Fort Worth, Texas 76131

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

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: Burlington Northern Railroad Company
2650 Lou Menk Drive
Second Floor
Fort Worth, Texas 76131

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

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1

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

Lessee: Burlington Northern Railroad Company
2650 Lou Menk Drive
Second Floor
Fort Worth, Texas 76131

Indenture Trustee: First Security Bank, National Association,
as Indenture Trustee
Corporate Trust Department
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 Agreement, Memorandum of Trust Indenture and Security Agreement, Memorandum of Lease Supplement No. 1 and the Memorandum of Trust Indenture Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of eighty-eight dollars ($88.00) 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-F) between Tacoma 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 diesel electric locomotives bearing the road numbers listed in the Schedule thereto.

(2) MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT:

Memorandum of Trust Indenture and Security Agreement (BNRR 1996-F) between Tacoma 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, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, and First Security Bank, National Association, as Indenture Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated October 25, 1996, covering the obligations of the Lessor 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-F) between Tacoma 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 diesel electric locomotives bearing the road numbers listed in the Schedule thereto. The Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee, dated October 25, 1996, which is filed concurrently herewith.

(4) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1:

Memorandum of Trust Indenture Supplement No. 1 (BNRR 1996-F) between Tacoma 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, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, and First Security Bank, National Association, as Indenture Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah

84111, dated October 25, 1996, covering the obligations of the Lessor and the Lessee relating to diesel electric locomotives bearing road numbers listed in the Schedule thereto. The Memorandum of Trust Indenture Supplement No. 1 is related to the Memorandum of Trust Indenture and Security Agreement between the Lessor and the Indenture Trustee, dated October 25, 1996, which is filed concurrently herewith.

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 Electric Company Model Dash 9-44CW Diesel Electric Locomotives	22	BNSF 1018 through, BNSF 1039, inclusive

20327-A

OCT 24 1996 -2:11 PM

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT (BNRR 1996-F)

Memorandum of Trust Indenture and Security Agreement, made and entered into on October 25, 1996 by and between Tacoma 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:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNRR 1996-F) (the *"Indenture"*), dated as of October 25, 1996, whereby the Lessor has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Lessor's performance of its obligations as described in the Indenture.

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.

TACOMA LOCOMOTIVE LEASE CO., LTD.

By F. Jan 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 TRUST INDENTURE AND SECURITY AGREEMENT (BNRR 1996-F)

Memorandum of Trust Indenture and Security Agreement, made and entered into on October 25, 1996 by and between Tacoma 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:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNRR 1996-F) (the *"Indenture"*), dated as of October 25, 1996, whereby the Lessor has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Lessor's performance of its obligations as described in the Indenture.

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.

TACOMA 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.

FIRST SECURITY BANK, NATIONAL ASSOCIATION

By_____
Name: Brett R. King
Title: Assistant Vice President

Executed on this 16 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 TACOMA 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 TACOMA 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

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 18th day of October, 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 Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on October 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 association.

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

NOTARY PUBLIC
JANICE BRYANT
405 South Main 2nd Flr.
S.L.C., UT 84111
COMMISSION EXPIRES
SEPT. 14, 1997
STATE OF UTAH

Janice Bryant

Name: Janice Bryant
Notary Public
My Commission Expires:
Residing in KAYSVILLE, UTAH

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	22	BNSF 1018 through BNSF 1039, inclusive