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RECORDATION NO. 17492
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AUG 23 1991 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

August 23, 1991

1-235A009

SECOND FILING

Mr. Sidney L. Strickland
Secretary
Interstate Commerce Commission
Room 2303
12th & Constitution, N.W.
Washington, D.C. 20423
Attn: Mildred R. Lee/DOCUMENTS FOR RECORDATION

\$15.00 filing fee

New Number

Dear Mr. Strickland:

The undersigned is an attorney representing a party to the enclosed document. I have enclosed originals and certified copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

The enclosed document is a Memorandum of Lease, a primary document, dated July 31, 1991.

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

- Lessor: Bethlehem Steel Corporation
Bethlehem, Pennsylvania 18016
- Lessee: Burlington Northern Railroad Company
Overland Park, Kansas 66201-9136

A description of the equipment covered by the document follows:

230 open top hopper railroad cars and 240 open top coal gondola railroad cars having the following running marks and numbers:

MCHX 30575-31044, inclusive.

AUG 23 1 50 PM '91
MOTOR OPERATING UNIT

*Chamberlain Parts
Rachel D. Chamberlain*

Mr. Sidney L. Strickland

August 23, 1991

A fee of \$15.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number, to the bearer of this letter.

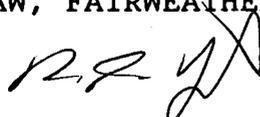
A short summary of the document to appear in the index follows:

Memorandum of Lease between Bethlehem Steel Corporation, Bethlehem, PA, and Burlington Northern Railroad Company, Overland Park, Kansas, dated July 31, 1991, and covering 230 open top hopper railroad cars and 240 open top coal gondola railroad cars.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

RDY:lm

0576Y
072391

RECORDED NO 17492
FILED 1485

AUG 23 1991 - 1 55 PM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

This Memorandum of Lease is intended to evidence the Lease Agreement for railroad cars dated as of July 18, 1991 (the "Lease") between Bethlehem Steel Corporation, a Delaware corporation ("Lessor") and Burlington Northern Railroad Company ("Lessee") for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 U.S.C. 11303. The Lessor has the right to lease the railroad equipment more fully described on Schedule 1 attached hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

THE WITNESS WHEREOF, the Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of August 7, 1991.

BETHLEHEM STEEL CORPORATION
By: A. M. Wally
Title: Vice President and Treasurer

BURLINGTON NORTHERN RAILROAD
COMPANY
By: _____
Title: _____

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072391

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THE WITNESS WHEREOF, the Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of Aug 7, 1991.

BETHLEHEM STEEL CORPORATION

By: _____

Title: _____

BURLINGTON NORTHERN RAILROAD
COMPANY

By: W. A. Hotta _____

Title: VP. _____

COMMONWEALTH OF PENNSYLVANIA

STATE OF _____)
)
COUNTY OF LEHIGH)

SS:

On this 9th day of August, 1991, before me personally appeared A. M. Welver, to me personally known who, being by me duly sworn, says that he is a Vice President and Treasurer of BETHLEHEM STEEL CORPORATION, a Delaware corporation, and that said instrument was signed 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.

Ethel H. Vary
Notary Public

(NOTARIAL SEAL)

My Commission Expires:

NOTARIAL SEAL
Ethel H. Vary, Notary Public
City of Bethlehem, Lehigh County, Pa.
My Commission Expires July 17, 1994

STATE OF _____)
)
COUNTY OF _____)

SS:

On this _____ day of _____, 1991, before me personally appeared _____, to me personally known who, being by me duly sworn, says that he is a _____ of BURLINGTON NORTHERN RAILROAD COMPANY, a Delaware corporation, and that said instrument was signed 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.

Notary Public

(NOTARIAL SEAL)

My Commission Expires: _____

913-897-3142