

916.00

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 17492-A FILED 1425
JUN 30 1993 11:10 AM
OF COUNSEL
URBAN A. LESTER
INTERSTATE COMMERCE COMMISSION

3-120A044

April 30, 1993

17492-A

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed and acknowledged copies of a letter to the Commission, dated April 29, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Lease dated as of August 7, 1991, which was duly filed with the Commission on August 23, 1991 under Recordation Number 17492.

The name and address of the party to the enclosed document are:

Burlington Northern Railroad
3200 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

A description of the railroad equipment covered by the enclosed document is attached to the letter as Schedule 1.

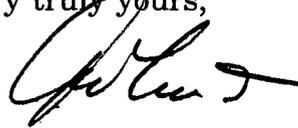
Handwritten signatures and initials on the left margin.

Mr. Sidney L. Strickland, Jr.
April 30, 1993
Page 2

Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to Robert W. Alvord, Esq., Alvord and Alvord, 918 - 16th Street, N.W., Washington, DC 20006.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures



BURLINGTON NORTHERN RAILROAD

RECORDATION NO. 17492-A FILED 1425

APR 30 1993 11:10 AM

INTERSTATE COMMERCE COMMISSION

3200 Continental Plaza
777 Main Street
Ft. Worth, TX 76102-5334
Telephone: 817-878-7904
Telecopy: 817-878-7484

PAUL J. WEYANDT
Assistant Vice President &
Assistant Treasurer

April 29, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Recordation Number 17492

Dear Sir:

The equipment listed on Schedule 1 to Purchase Agreement (attached) was on lease to Burlington Northern Railroad Company (BNRR). The lease was dated as of July 18, 1991 and has expired effective April 28, 1993, and therefore BNRR no longer has a leasehold interest in the equipment.

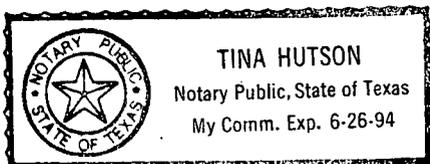
Very truly yours,

Paul J. Weyandt

State of Texas §
 §
County of Tarrant §

BEFORE ME, the undersigned authority, on this day personally appeared Paul J. Weyandt, known to me to be the Assistant Vice President & Assistant Treasurer of Burlington Northern Railroad Company, and acknowledged to me that he executed the above and foregoing Agreement for the purposes and consideration herein expressed and in the capacity therein stated.

SUBSCRIBED AND SWORN TO BEFORE ME this 29th day of April, 1993 to witness which my hand and seal of office.



Tina Hutson
Notary Public

**SCHEDULE 1
to Purchase Agreement**

Description of Equipment

120 Aluminum Steel BethGon Coalporter
Rotary Dump Railcars With the
Following Identification Numbers:

Count	Car Initial	Car Number	Count	Car Initial	Car Number	Count	Car Initial	Car Number
1	MCHX	30576	41	MCHX	30632	81	MCHX	30721
2	MCHX	30578	42	MCHX	30633	82	MCHX	30723
3	MCHX	30579	43	MCHX	30635	83	MCHX	30727
4	MCHX	30580	44	MCHX	30636	84	MCHX	30728
5	MCHX	30582	45	MCHX	30637	85	MCHX	30736
6	MCHX	30583	46	MCHX	30641	86	MCHX	30739
7	MCHX	30585	47	MCHX	30643	87	MCHX	30745
8	MCHX	30586	48	MCHX	30645	88	MCHX	30752
9	MCHX	30587	49	MCHX	30646	89	MCHX	30754
10	MCHX	30588	50	MCHX	30647	90	MCHX	30755
11	MCHX	30589	51	MCHX	30650	91	MCHX	30758
12	MCHX	30590	52	MCHX	30651	92	MCHX	30760
13	MCHX	30591	53	MCHX	30652	93	MCHX	30763
14	MCHX	30592	54	MCHX	30656	94	MCHX	30764
15	MCHX	30593	55	MCHX	30658	95	MCHX	30765
16	MCHX	30595	56	MCHX	30659	96	MCHX	30766
17	MCHX	30596	57	MCHX	30661	97	MCHX	30772
18	MCHX	30598	58	MCHX	30662	98	MCHX	30773
19	MCHX	30602	59	MCHX	30669	99	MCHX	30776
20	MCHX	30603	60	MCHX	30671	100	MCHX	30780
21	MCHX	30605	61	MCHX	30672	101	MCHX	30781
22	MCHX	30608	62	MCHX	30682	102	MCHX	30783
23	MCHX	30610	63	MCHX	30683	103	MCHX	30784
24	MCHX	30611	64	MCHX	30684	104	MCHX	30785
25	MCHX	30612	65	MCHX	30685	105	MCHX	30786
26	MCHX	30613	66	MCHX	30687	106	MCHX	30787
27	MCHX	30614	67	MCHX	30690	107	MCHX	30788
28	MCHX	30615	68	MCHX	30692	108	MCHX	30791
29	MCHX	30617	69	MCHX	30697	109	MCHX	30792
30	MCHX	30618	70	MCHX	30698	110	MCHX	30793
31	MCHX	30619	71	MCHX	30701	111	MCHX	30794
32	MCHX	30620	72	MCHX	30702	112	MCHX	30797
33	MCHX	30621	73	MCHX	30704	113	MCHX	30800
34	MCHX	30622	74	MCHX	30707	114	MCHX	30802
35	MCHX	30623	75	MCHX	30709	115	MCHX	30803
36	MCHX	30624	76	MCHX	30711	116	MCHX	30805
37	MCHX	30625	77	MCHX	30713	117	MCHX	30806
38	MCHX	30626	78	MCHX	30717	118	MCHX	30807
39	MCHX	30629	79	MCHX	30718	119	MCHX	30810
40	MCHX	30631	80	MCHX	30719	120	MCHX	30812