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RECORDATION # 17700 FILED ACC

FEB 7 1992 - 9 05 AM

INTERSTATE COMMERCE COMMISSION

2-038A001

February 7, 1992

\$16.00 filing fee

Dear Mr. Strickland:

On behalf of General Electric Capital Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Car Use Agreement, as amended ("Agreement").

New Number

The parties to the enclosed Agreement are:

General Electric Capital Corporation - LESSOR
c/o BOT Financial Corporation
125 Summer Street #2
Boston, Massachusetts 02110-1625

Burlington Northern Railroad Company - LESSEE
2900 Continental Plaza
Ft. Worth, Texas 76102

NOTOR OPERATING UNIT
FEB 7 9 00 AM '92

Counterpart - Don J. [unclear]

The said Agreement, among other things, is a lease by Lessor to Lessee of certain railcars as identified therein.

The units of equipment covered by the Agreement are those twenty-five (25) 4750 cubic feet, 100-ton hopper cars identified in Exhibit A thereto.

A short summary of the Agreement to appear in the ICC Index is as follows:

"Covers 25 hopper cars, old CVAR and new BN numbers"

Enclosed is a check in the amount of sixteen dollars (\$16.00) in payment of the filing fee.

DONELAN, CLEARY, WOOD & MASER, P. C.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
*Attorney for General Electric Capital
Corporation for the purposes of
this filing.*

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

Enclosures

BY HAND

Interstate Commerce Commission

Washington, D.C. 20423

2/7/92

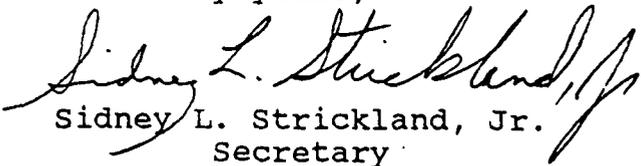
OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, PC
1275 K Street, NW-Ste. 850
Washington, DC 20005-4078

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/8/92 at 9:05AM, and assigned recordation number(s). 17700.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 17700 FEB 1992

FEB 7 1992 -9 05 AM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF CAR USE AGREEMENT, AS AMENDED

THIS MEMORANDUM OF CAR USE AGREEMENT, AS AMENDED, ("Memorandum") is intended to evidence the Car Use Agreement, dated as of November 1, 1991 ("Agreement") between General Electric Capital Corporation ("Lessor"), and Burlington Northern Railroad Company ("BNRR", as lessee), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. § 11303. The Lessor has the right to lease the trough hatch hopper cars, more fully described in Annex A hereto ("Units"). The BNRR leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Agreement.

This amendment to the Agreement reflects the correction that General Electric Capital Corporation is the Lessor in its own right, and not as receiver for New Bank of New England, N.A. (assignee of NEMLC Leasing Associates No. 1) and restates Annex A whereby both equivalent new numbers (BN numbers) and old numbers (CVAR numbers) are given.

IN WITNESS WHEREOF, the Lessor and BNRR, each pursuant to due authority, have executed this Memorandum as of this 16th day of January 1992.

GENERAL ELECTRIC CAPITAL CORPORATION (Lessor)

By: James R. Newman
Title: Credit Manager

BURLINGTON NORTHERN RAILROAD COMPANY (BNRR)

By: [Signature]
Title: VP Equip Maint.

STATE OF Massachusetts)
COUNTY OF Suffolk) S

On this 5th day of February, 1992, before me personally appeared James Newman, to me personally known, who, being by me duly sworn, says that he is Credit Manager of General Electric Credit Corp., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia [Signature]
Notary Public

My Commission Expires: Aug. 21, 1993

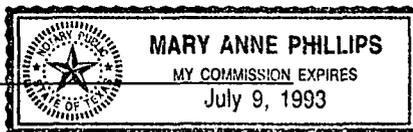
[Notarial Seal]

STATE OF TEXAS)
COUNTY OF TARRANT) S

On this 16th day of January, 1992, before me personally appeared Mark S. Cane, to me personally known, who, being by me duly sworn, says that he is Vice President of Equipment Management, BARR, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary Anne Phillips
Notary Public

My Commission Expires: _____



[Notarial Seal]

ANNEX A

Memorandum of

Amended Lease of Railroad Equipment

Dated January ____, 1992

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Old Number</u>	<u>New Number</u>
4750 cubic foot, 100-ton, trough hatch hopper cars built in 1979 or later	25	CVAR 2151	BN 470060
		CVAR 2154	BN 470061
		CVAR 2156	BN 470062
		CVAR 2158	BN 470063
		CVAR 2159	BN 470064
		CVAR 2161	BN 470065
		CVAR 2163	BN 470066
		CVAR 2165	BN 470067
		CVAR 2170	BN 470068
		CVAR 2171	BN 470069
		CVAR 2175	BN 470070
		CVAR 2177	BN 470071
		CVAR 2178	BN 470072
		CVAR 2182	BN 470073
		CVAR 2184	BN 470074
		CVAR 2185	BN 470075
		CVAR 2187	BN 470076
		CVAR 2190	BN 470077
		CVAR 2223	BN 470078
		CVAR 2224	BN 470079
		CVAR 2225	BN 470080
		CVAR 2230	BN 470081
		CVAR 2231	BN 470082
		CVAR 2233	BN 470083
		CVAR 2239	BN 470084