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*Counsel*

April 7, 1992

17768  
RECORDED IN FILE 125

Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, DC 20423

APR 7 1992 -11 15 AM  
INTERSTATE COMMERCE COMMISSION

APR 7 11 11 AM '92  
MOTOR OPERATING UNIT

Attention: Mildred Lee.

Dear Ms. Lee:

Enclosed for filing recordation with the Commission are a certified copy and three counterparts of the document described below, to be recorded pursuant to Section 11303 of the Interstate Commerce Act, 49 U.S.C. § 11303.

This document is a MEMORANDUM OF FULL SERVICE LEASE AGREEMENT between Louis Dreyfus Corporation and Burlington Northern Railroad Company. This is a primary document.

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

Lessor

Louis Dreyfus Corporation  
10 Westport Road  
Wilton, CT 06897

Lessee

Burlington Northern Railroad  
3800 Continental Plaza  
777 Main Street  
Fort Worth, TX 76102

The equipment covered by this document are 250 rail cars bearing reporting marks BN 465301 through 465550, inclusive.

This document should be indexed as:

MEMORANDUM OF FULL SERVICE LEASE AGREEMENT dated February 3, 1992 between Louis Dreyfus Corporation (Lessor) and Burlington Northern Railroad Company (Lessee).

*C. County Clerk*  
*Sumby Jones*

- 2 -

This document should be cross-indexed to Nos. 16001, 16002, and 16834.

Enclosed please find a check in the amount of \$16.00 as the filing fee required by 49 C.F.R. 1177.3.

Sincerely,



Andrew P. Goldstein  
Attorney for  
Louis Dreyfus Corporation

Enclosure

APG/rmm

**Interstate Commerce Commission**  
Washington, D.C. 20423

4/7/92

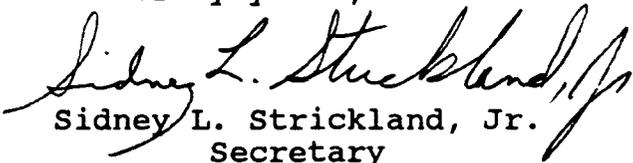
OFFICE OF THE SECRETARY

Andrew P Goldstein  
McCarthy, Sweeney, & Harkaway  
1750 PA. Ave. N.W.  
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/7/92 at 11:15am , and assigned recordation number(s). 17768

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

MEMORANDUM OF FULL SERVICE LEASE AGREEMENT APR 7 1992 - 11 10 AM

INTERSTATE COAL TRADE COMMISSION

This Memorandum of Full Service Lease Agreement

("Memorandum"), dated February 3, 1992, is made and entered into by and between LOUIS DREYFUS CORPORATION, a New York corporation ("Lessor"), and BURLINGTON NORTHERN RAILROAD COMPANY, a Delaware corporation ("Lessee"), respecting that certain unrecorded Full Service Lease Agreement dated as of August 15, 1991 and previously entered into between Lessor and Lessee (the "Agreement").

Subject in all respects to the terms and provisions of the Agreement, Lessor and Lessee hereby acknowledge and affirm that:

1. For good and valuable consideration, Lessor has leased to Lessee, for a term expiring on August 31, 1994, one hundred fifty (150) C-113 LO, 4,750 cubic foot, 100-ton covered hopper cars which have been remarked and now bear reporting marks BN 465401 through BN 465550, inclusive; and Lessor has leased to Lessee for a term expiring on August 31, 1993, one hundred (100) C-113 LO, 4,750 cubic foot, 100-ton covered hopper cars which have been remarked and now bear reporting marks BN 465301 through BN 465400, inclusive.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum is not a complete summary of the Agreement. Accordingly, Lessor and Lessee hereby agree that this Memorandum shall not be used in interpreting the Agreement provisions, and that, in the event of a conflict between this Memorandum and the provisions of the Agreement, the provisions of the Agreement shall control.

- 2 -

3. This Memorandum may be executed in any number of counterparts, but all of such counterparts together shall constitute one and the same instrument.

IN WITNESS WHEREOF, pursuant to due corporate authority, the parties have executed this Memorandum as of the day and year first above written.

LESSOR:

LOUIS DREYFUS CORPORATION

By: 

Name:

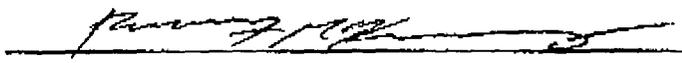
Lawrence J. Greenhall

Title:

Vice President

LESSEE:

BURLINGTON NORTHERN RAILROAD COMPANY

By: 

Name:

Robert F. McKenney

Title:

Senior Vice President & Treasurer

VERIFICATION

On this 3rd day of February 1992, before me personally appeared Lawrence J. Greenhall, to me personally known, who being duly sworn, says that he is a vice president of Louis Dreyfus, and that said instrument was signed and sealed 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.

Maryla Kelly  
Notary Public

(Notary Seal)

My Commision expires: MARCH 31 1994.



On this 3rd day of February 1992, before me personally appeared Robert F. McKenney, to me personally known, who being duly sworn, says that he is a senior vice president and treasurer of Burlington Northern Railroad, and that said instrument was signed and sealed 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.

Kelley Murray  
Notary Public

(Notary Seal)

My Commision expires: August 23, 1993.

**CERTIFICATE**

I, Andrew P. Goldstein, hereby certify that I am an attorney duly admitted in the District of Columbia, and am a member in good standing of the Bar of the District of Columbia, and that I have, this 6th day of April 1992, compared the enclosed copy of a certain MEMORANDUM OF FULL SERVICE LEASE AGREEMENT, dated February 3, 1992, between Louis Dreyfus Corporation and Burlington Northern Railroad Company with the original document and certify that it is complete and identical in all respects to the original document.

Andrew P. Goldstein  
Andrew P. Goldstein

Sworn to and subscribed before me this 6th day of April 1992.



Dona J. Palmer  
Notary Public  
My Comm'n. expires: 3/14/93