

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

December 23, 1996

20415-D
DEC 23 1996 PM

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

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

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (BNRR 1996-G), dated December 27, 1996, between Galesburg Locomotive Lease Co., Ltd., as lessor (the "Lessor" or "Assignor"), Burlington Northern Railroad Company, as lessee (the "Lessee"), and First Security Bank, National Association, as indenture trustee (the "Indenture Trustee" or the "Assignee").

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

Lessor and Assignor: Galesburg 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
Forth Worth, Texas 76131

Counterparts - Chapman

Law Offices of
CHAPMAN AND CUTLER

Indenture Trustee and Assignee: First Security Bank, National Association,
as Indenture Trustee
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 Assignment is as set forth on Exhibit A hereto.

A fee of twenty-two dollars (\$22.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document 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 the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNRR 1996-G) between Galesburg 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, 79 South Main Street, Salt Lake City, Utah 84111, dated December 27, 1996, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. This document relates to the Memorandum of Lease Agreement, dated December 27, 1996, the Memorandum of Trust Indenture and Security Agreement, dated December 27, 1996, the Memorandum of Trust Indenture Supplement No. 1, dated December 27, 1996 and the Memorandum of Lease Supplement No. 1, dated December 27, 1996, which were recorded with the Surface Transportation Board on December 23, 1996 at 12:20 p.m. under recordation numbers 20415, 20415-A, 20415-C and 20415-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

Law Offices of
CHAPMAN AND CUTLER

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/rm
Enclosure

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	25	BNSF 964, through BNSF 970, inclusive, BNSF 1013, BNSF 1040 through BNSF 1056, inclusive

DEC 23 1996 - 12:20 PM

**MEMORANDUM OF LEASE ASSIGNMENT
(BNRR 1996-G)**

Memorandum of Lease Assignment, made and entered into on December 27, 1996, by and between Galesburg 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:

1. The Lessor and Lessee have entered into that certain Lease Agreement (BNRR 1996-G) (the "*Lease Agreement*"), dated as of December 27, 1996, and Lease Supplement No. 1 (the "*Lease Supplement*") thereto, dated as of December 27, 1996, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on December 23, 1996 at 12:20 p.m. under recordation numbers 20415 and 20415-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNRR 1996-G) (the "*Indenture*"), dated as of December 27, 1996, and Trust Indenture Supplement No. 1 (the "*Indenture Supplement*") thereto, dated as of December 27, 1996, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement, and the rents and other proceeds therefrom (with certain exceptions) to the Indenture Trustee.

4. Memoranda of said Indenture and of said Indenture Supplement were recorded with the Surface Transportation Board on December 23, 1996 at 12:20 p.m. under recordation numbers 20415-A and 20415-C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

GALESBURG LOCOMOTIVE LEASE CO., LTD.

By F. Jan Blaustein
Name: F. Jan Blaustein
Title: President

Executed on this 17 day of December,
1996.

BURLINGTON NORTHERN RAILROAD
COMPANY

By _____
Name: Paul J. Weyandt
Title: Assistant Vice President-Finance
and Assistant Treasurer

Executed on this ____ day of December,
1996.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____
Name: Brett R. King
Title: Assistant Vice President

Executed on this ____ day of December,
1996.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

GALESBURG LOCOMOTIVE LEASE CO., LTD.

By _____
Name: F. Jan Blaustein
Title: President

Executed on this ____ day of December,
1996.

BURLINGTON NORTHERN RAILROAD
COMPANY

By Paul F. Weyandt
Name: Paul F. Weyandt
Title: Assistant Vice President-Finance
and Assistant Treasurer

Executed on this 18 day of December,
1996.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____
Name: Brett R. King
Title: Assistant Vice President

Executed on this ____ day of December,
1996.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

GALESBURG LOCOMOTIVE LEASE CO., LTD.

By _____
Name: F. Jan Blaustein
Title: President

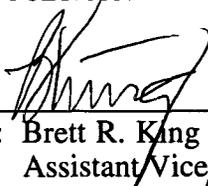
Executed on this ____ day of December,
1996.

BURLINGTON NORTHERN RAILROAD
COMPANY

By _____
Name: Paul J. Weyandt
Title: Assistant Vice President-Finance
and Assistant Treasurer

Executed on this ____ day of December,
1996.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By  _____
Name: Brett R. King
Title: Assistant Vice President

Executed on this 14 day of December,
1996.

STATE OF California)
) SS.:
COUNTY OF San Francisco)

On this, the 17th day of December, 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 Galesburg Locomotive Lease Co., Ltd., that said instrument was signed on December 17, 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.



Kathleen Alderfer
Name: Kathleen Alderfer
Notary Public
My Commission Expires: 11. 7. 97
Residing in SF, CA

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 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 December __, 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 _____, 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 Galesburg Locomotive Lease Co., Ltd., that said instrument was signed on December ____, 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 18 day of December, 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 December 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 corporation.

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

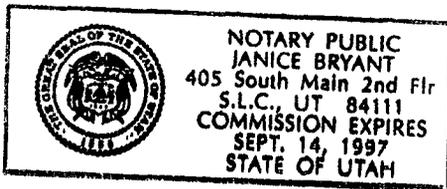
Dorothy V. Schaeztle
Name:
Notary Public
My Commission Expires:
Residing in _____



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

On this, the 18 day of December, 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 December 18 1996 on behalf of said association 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.



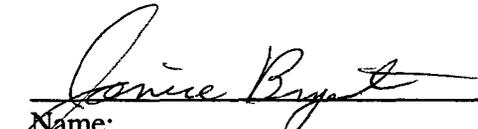

Name: Janice Bryant
Notary Public
My Commission Expires: _____
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	25	BNSF 964, through BNSF 970, inclusive, BNSF 1013, BNSF 1040 through BNSF 1056, inclusive