

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

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10/16/87  
10.00  
DC Washington, D. C.

October 16, 1987

The Honorable Noretta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

1 5334  
REGISTRATION NO. Filed 1426

OCT 16 1987 - 1 35 PM

Dear Secretary McGee:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are an original and one counterpart of a Bailment Agreement, dated as of October 15, 1987, between General Electric Company ("Bailor") and Burlington Northern Railroad Company ("Bailee"), a primary document.

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

BAILOR: General Electric Company  
Transportation Systems Business  
Operations  
2901 East Lake Road  
Erie, PA 16531

BAILEE: Burlington Northern Railroad Company  
9401 Indian Creek Parkway  
Overland Park, KS 66201

A general description of the railroad locomotives covered by the enclosed document is attached hereto as Schedule I.

The undersigned is the attorney-in-fact of General Electric Company. Please return the original of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or to the bearer hereof.

Also enclosed is a remittance in the amount of \$10.00 for the required recording fee.

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

*Flux Maser*  
*Donelan, Cleary, Wood & Maser*

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

Letter to Secretary McGee  
Page two  
October 16, 1987

PRIMARY DOCUMENT

Bailment Agreement, dated as of October 15, 1987, between General Electric Company ("Bailor") and Burlington Northern Railroad Company ("Bailee"), relating to sixty-seven (67) General Electric 3900 horsepower, 4-axle road freight locomotives, bearing identification marks "LMX" and Road Nos. 8500 through and including 8566.

Respectfully submitted,

GENERAL ELECTRIC COMPANY

BY   
John K. Maser III  
Attorney-In-Fact

SCHEDULE I

Description of Locomotives

<u>Type of Equipment</u>	<u>AAR Mechanical Designation</u>	<u>Number</u>	<u>Identifying Marks</u>	<u>Road Numbers</u>
General Electric 3900 horsepower, 4-axle road freight Locomotive	B-B	67 Locomotives	Marked "LMX" in red on both sides of loco- motives	8500 through and including 8566

# Interstate Commerce Commission

Washington, D.C. 20423

10/16/87

OFFICE OF THE SECRETARY

John K. Maser III  
Attorney -In-Fact  
Donelan, Cleary, Wood & Maser, P.C.  
1275 K. Street N.W.  
Washington, D.C. 20005

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 10/16/87 at 1:35pm, and assigned recordation number(s). 15334

Sincerely yours,

*Noreta L. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

REGISTRATION NO. 5334  
OCT 15 1987 6 1987-1 25 PM  
STATE COMMERCE COMMISSION

BAILMENT AGREEMENT dated as of October 15, 1987  
between GENERAL ELECTRIC COMPANY, a New York  
corporation ("Bailor"), and BURLINGTON NORTHERN  
RAILROAD COMPANY, a Delaware corporation ("Bailee").

WHEREAS the Bailor is a party to the Interim  
Electrical Power Purchase Agreement dated as of the date  
hereof with the Bailee;

WHEREAS the Bailor is the owner of and will retain  
its ownership of the units of Equipment described in Annex A  
hereto bearing the Road Numbers 8500 through 8566 (both  
inclusive) ("Equipment"); and

WHEREAS the Equipment will be made available by the  
Bailor to the Bailee and used by the Bailee pursuant to the  
Interim Electrical Power Purchase Agreement in its railroad  
transportation service.

NOW, THEREFORE, in consideration of the agreements  
and the covenants herein contained, the parties hereto agree  
that the rights of the Bailee provided for under the Interim  
Electrical Power Purchase Agreement constitute a bailment of  
the Equipment within the meaning of 49 U.S.C. § 11303 and of  
Section 86 of the Railway Act of Canada and that the Bailee  
does not have any right, title or interest whatsoever in or  
to the Equipment and that the Bailee's only right in respect  
of the Equipment is to hold it as Bailee for the purpose of  
receiving Power from the same as provided in the Interim  
Electrical Power Purchase Agreement.

IN WITNESS WHEREOF, the parties have caused this  
Agreement to be executed as of the date first above written.

GENERAL ELECTRIC COMPANY

By: W. A. Butler

Its: GENERAL MANAGER - TRANSPORTATION  
SYSTEMS MARKETING DEPARTMENT

BURLINGTON NORTHERN RAILROAD  
COMPANY

By: Joseph R. Galassi  
Its: Executive Vice President Operations

STATE OF PENNSYLVANIA )  
 )  
COUNTY OF erie ) ss.:

On this 15<sup>th</sup> day of October, 1987, before me personally appeared W.S. Butler, to me personally known, who, being by me duly sworn, says that he is the GENERAL MANAGER - TRANSPORTATION SYSTEMS MARKETING DEPARTMENT of GENERAL ELECTRIC COMPANY, that said instrument was executed 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.

Betty A. Manucci  
Notary Public

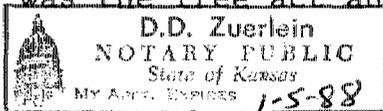
(Notarial Seal)

My Commission expires

BETTY A. MANUCCI, NOTARY PUBLIC  
LAWRENCE PARK TWP., ERIE COUNTY  
MY COMMISSION EXPIRES JAN. 14, 1991  
Member, Pennsylvania Association of Notaries

STATE OF KANSAS )  
 )  
COUNTY OF JOHNSON, ) ss.:

On this 14<sup>th</sup> day of October, 1987, before me personally appeared Joseph R. Galassi, to me personally known, who, being by me duly sworn, says that he is the Executive Vice President of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was executed 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.



D.D. Zuerlein  
Notary Public

(Notarial Seal)

My Commission expires

ANNEX A  
TO BALTIMORE AGREEMENT BETWEEN GENERAL ELECTRIC COMPANY  
AND BURLINGTON NORTHERN RAILROAD COMPANY

<u>TYPE OF EQUIPMENT</u>	<u>AAR MECHANICAL DESIGNATION</u>	<u>NUMBER</u>	<u>IDENTIFYING MARKS</u>	<u>ROAD NUMBERS</u>
General Electric 3900 horsepower, 4-axle road freight Locomotive	B-B	67 Locomotives	Marked "LMX" in red on both sides of Locomotive	8500 through and including 8566