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RECORDATION NO. FILED 1988

MAR 8 1988 - 12 20 PM

INTERSTATE COMMERCE COMMISSION

March 8, 1988

100 OFFICE OF
THE SECRETARY
MAR 8 12 25 PM '88
MOTION PICTURE DEPT

No. 8-068A065

Date... MAR 8 1988

Fee \$ 13.00

ICC Washington, D. C.

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

Dear Secretary McGee:

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 March 4, 1988, 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

Flux Maser
Concely

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

Letter to Secretary McGee
Page Two
March 8, 1988

850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or to the bearer hereto.

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:

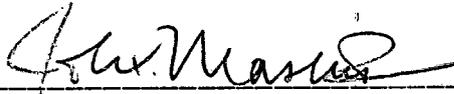
PRIMARY DOCUMENT

Bailment Agreement, dated as of March 4, 1988, between General Electric Company ("Bailor") and Burlington Northern Railroad Company ("Bailee"), relating to thirty-five (35) General Electric 3900 horsepower, 4-axle road freight locomotives, bearing identification marks "LMX" and Road Nos. 8503 and 8540 and 8567 through and including 8599 (both inclusive).

Respectfully submitted,

GENERAL ELECTRIC COMPANY

BY:



John K. Maser III
Attorney-In-Fact

004/207/C

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	35 locomotives	Marked "LMX" in red on both sides of loco- motives	8503 and 8540 and 8567 through and in- cluding 8599

Interstate Commerce Commission

Washington, D.C. 20423

3/8/88

OFFICE OF THE SECRETARY

John K Maser III, Esq.
Donelan, Cleary, Wood & Maser P.C.
Suite 850
1275 K. Street N.W.
Washington, D.C. 20005-4006

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 3/8/88 at 12:30pm, and assigned recordation number(s). 15529

Sincerely yours,



Secretary

Enclosure(s)

MAR 8 1988 - 12 20 PM

BAILMENT AGREEMENT dated as of MARCH 7, 1988, between GENERAL ELECTRIC COMPANY, a New York corporation ("Bailor"), and BURLINGTON NORTHERN RAILROAD COMPANY, a Delaware corporation ("Bailee"). **INTERSTATE COMMERCE COMMISSION**

WHEREAS, the Bailor is a party to an Interim Electrical Power Purchase Agreement dated as of the date hereof with the Bailee ("Interim EPPA") pursuant to which the units of Equipment described in Annex A hereto bearing the Road Numbers 8503 and 8540 and 8567 through and including 8599 (both inclusive) ("Equipment") will be made available by the Bailor to the Bailee and used by the Bailee pursuant to the Interim EPPA in its railroad transportation service;

WHEREAS, it is contemplated that the Interim EPPA (unless sooner terminated in accordance with its terms) will be effective until title to the Equipment is transferred by Bailor to Meridian Trust Company (a Pennsylvania trust company, not in its individual capacity but solely as Owner Trustee under a Trust Agreement with Bell Atlantic TriCon Leasing Corporation) pursuant to the Purchase Agreement ("Purchase Agreement") referred to in the Bailment Agreement dated December 22, 1987, between The Connecticut National Bank (a national banking association, not in its individual capacity but solely as LMX Trustee under an LMX 1987 Trust Agreement with LMX Corporation) and Bailee filed with the Interstate Commerce Commission on December 29, 1987, bearing recordation number 15432 and deposited in the office of the Registrar General of Canada pursuant to §86 of the Railway Act of Canada on December 29, 1987 at 9:30 a.m.; and

WHEREAS, the Bailor is the owner of and will retain its ownership of the Equipment during the term of the Interim EPPA.

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 EPPA 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 EPPA.

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

GENERAL ELECTRIC COMPANY

By: [Signature] *TRANSPORTATION SYSTEMS*

Title: GENERAL MANAGER - MARKETING DEPARTMENT

TRANSPORTATION SYSTEMS BUSINESS OPERATIONS

BURLINGTON NORTHERN RAILROAD COMPANY

By: [Signature]

Title: AVP TRANSPORTATION

STATE OF PENNSYLVANIA)
)
) SS.
)
COUNTY OF ERIE)

On this 7th day of MARCH, 1988, 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)
)
) SS.
)
COUNTY OF JOHNSON)

On this 4th day of MARCH, 1988, before me personally appeared AJ THOMPSON, to me personally known, who, being by me duly sworn, says that he is the AVP TRANSPORTATION 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.

Gerry O. Shelby
Notary Public

(Notary Seal)
My Commission expires



10/5/91

ANNEX A

TO BAILMENT 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	35 Locomotives	Marked "LMX" in red on both sides of Locomotive	8567 through and including 8599 and 8503 and 8540