

CHAPMAN AND CUTLER

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50 South Main Street  
Salt Lake City, Utah 84144  
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April 25, 1997 APR 25 '97

11-40 AM

Counterparts - Edw. Williams

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
APR 25 11 38 AM '97

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Locomotive Financing  
BNSF 1997-C

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 (BNSF 1997-C), dated April 28, 1997, between Fargo Locomotive Lease Co., Ltd., as lessor (the "Lessor" or "Assignor"), The Burlington Northern and Santa Fe Railway 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: Fargo Locomotive Lease Co., Ltd.  
Caledonian House  
Mary Street  
P.O. Box 1043  
George Town  
Grand Cayman, Cayman Islands

Lessee: The Burlington Northern and Santa Fe Railway  
Company  
2650 Lou Menk Drive  
Second Floor  
Forth Worth, Texas 76131

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-four dollars (\$24.00) 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 (BNSF 1997-C) between Fargo Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, The Burlington Northern and Santa Fe Railway 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 April 28, 1997, covering diesel electric locomotives bearing the road numbers listed in the Exhibit attached thereto. This document relates to the Memorandum of Lease Agreement, dated April 28, 1997, the Memorandum of Trust Indenture and Security Agreement, dated April 28, 1997, the Memorandum of Trust Indenture Supplement No. 1, dated April 28, 1997 and the Memorandum of Lease Supplement No. 1, dated April 28, 1997, which were recorded with the Surface Transportation Board on April 25, 1997 at \_\_:\_\_ \_\_.m. under recordation numbers \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_, 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

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
New General Motors Corporation (Electro-Motive Division) SD70M-AC Locomotives	7	BNSF 9776, BNSF 9779, BNSF 9780, BNSF 9790 and BNSF 9800 through BNSF 9802, inclusive
New General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	18	BNSF 1099, BNSF 1102, BNSF 1103 and BNSF 1109 through BNSF 1123, inclusive

MEMORANDUM OF LEASE ASSIGNMENT  
(BNSF 1997-C)

APR 25 '97

11-40 AM

Memorandum of Lease Assignment, made and entered into on April 28, 1997, by and between Fargo Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*"), The Burlington Northern and Santa Fe Railway 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 (BNSF 1997-C) (the "*Lease Agreement*"), dated as of April 28, 1997, and Lease Supplement No. 1 (the "*Lease Supplement*") thereto, dated as of April 28, 1997, 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 April 25, 1997 at \_\_:\_\_\_.m. under recordation numbers \_\_\_\_\_ and \_\_\_\_\_, 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 (BNSF 1997-C) (the "*Indenture*"), dated as of April 28, 1997, and Trust Indenture Supplement No. 1 (the "*Indenture Supplement*") thereto, dated as of April 28, 1997, 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 April 25, 1997 at \_\_:\_\_\_.m. under recordation numbers \_\_\_\_\_ and \_\_\_\_\_, 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.

FARGO LOCOMOTIVE LEASE CO., LTD.

By   
Name: F. Jan Blaustein  
Title: President

Executed on this 18th day of April, 1997.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

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

Executed on this \_\_\_\_ day of April, 1997.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name: Brett R. King  
Title: Assistant Vice President

Executed on this \_\_\_\_ day of April, 1997.

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.

FARGO LOCOMOTIVE LEASE CO., LTD.

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

Executed on this \_\_\_\_ day of April, 1997.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

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

Executed on this 18<sup>th</sup> day of April, 1997.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name: Brett R. King  
Title: Assistant Vice President

Executed on this \_\_\_\_ day of April, 1997.

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.

FARGO LOCOMOTIVE LEASE CO., LTD.

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

Executed on this \_\_\_\_ day of April, 1997.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

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

Executed on this \_\_\_\_ day of April, 1997.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

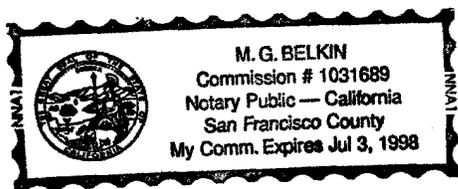
By  \_\_\_\_\_  
Name: Brett R. King  
Title: Assistant Vice President

Executed on this 21<sup>st</sup> day of April, 1997.

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

On this, the 18th day of April, 1997, 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 Fargo Locomotive Lease Co., Ltd., that said instrument was signed on April 18, 1997 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.



M.G. Belkin  
Name: M. G. Belkin  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_\_ day of April, 1997, 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 THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on April , 1997 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 April, 1997, 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 Fargo Locomotive Lease Co., Ltd., that said instrument was signed on April \_\_\_\_\_, 1997 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<sup>th</sup> day of April, 1997, 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 THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on April 18, 1997 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.

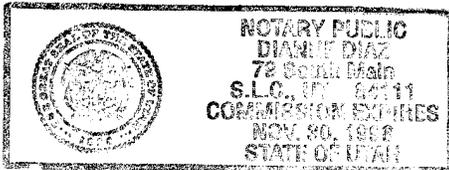
Dorothy V. Schaeetzle  
Name:  
Notary Public  
My Commission Expires:  
Residing in Lake In The Hills Ill



STATE OF UTAH )  
COUNTY OF Salt Lake ) SS.:

On this, the 21<sup>st</sup> day of April, 1997, 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 April 21, 1997 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: DNR  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
New General Motors Corporation (Electro-Motive Division) SD70M-AC Locomotives	7	BNSF 9776, BNSF 9779, BNSF 9780, BNSF 9790 and BNSF 9800 through BNSF 9802, inclusive
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