

CHAPMAN AND CUTLER

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August 27, 1997

RECORDATION NO. 20837-D FILED

AUG 27 '97

1-35 PM

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

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

Handwritten signature/initials

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two 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-E), dated August 28, 1997, between First Security Bank, National Association, as security trustee (the "Security Trustee" or the "Assignee"), and ORIX Crux Corporation, as lessor (the "Lessor" or the "Assignor").

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

- Security Trustee and Assignee: First Security Bank, National Association,
as Security Trustee
79 South Main Street
Salt Lake City, Utah 84111
- Lessor and Assignor: ORIX Crux Corporation
c/o ORIX Corporation
4-1, Hamamatsucho 2-chome
Minato-ku, Tokyo, Japan

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

CHAPMAN AND CUTLER

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-E) between First Security Bank, National Association, as Security Trustee, 79 South Main Street, Salt Lake City, Utah 84111, and ORIX Crux Corporation, as Lessor, c/o ORIX Crux Corporation, 4-1, Hamamatsucho 2-chome, Minato-ku, Tokyo, Japan, dated August 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 August 28, 1997, the Memorandum of Mortgage and Security Agreement, dated August 28, 1997, the Memorandum of Mortgage Supplement No. 1, dated August 28, 1997 and the Memorandum of Lease Supplement No. 1, dated August 28, 1997, which were recorded with the Surface Transportation Board on August 27, 1997 at 1:35 p.m. under recordation numbers 20837, 20837-A, 20837-C and 20837-B respectively, pursuant to Section 11301 of Title 49 of the United States Code.

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/dml
Enclosure

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company Dash 9-44 CW Diesel Electric Locomotives	35	BNSF 716, BNSF 718, BNSF 722, BNSF 725 through BNSF 738, inclusive, BNSF 741, through BNSF 744, inclusive, BNSF 747 through BNSF 749, inclusive, BNSF 751 through BNSF 759, inclusive, BNSF 761 and BNSF 762

MEMORANDUM OF LEASE ASSIGNMENT
(BNSF 1997-E)

AUG 27 '97

1-35 PM

Memorandum of Lease Assignment, made and entered into on August 28, 1997, by and between ORIX Crux Corporation, a Japanese corporation ("*Lessor*"), and First Security Bank, National Association, a national banking association, as security trustee ("*Security Trustee*").

WITNESSETH:

1. The Lessor and The Burlington Northern and Santa Fe Railway Company ("*Lessee*") have entered into that certain Lease Agreement (BNSF 1997-E) (the "*Lease Agreement*"), dated August 6, 1997, and Lease Supplement No. 1 (BNSF 1997-E) (the "*Lease Supplement*") thereto, dated August 28, 1997, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

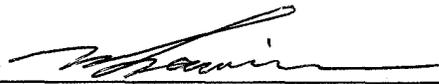
2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on August ~~28~~²⁷, 1997 at 1:~~30~~³⁵ p.m. under recordation numbers ~~20556~~²⁰⁸³⁷ and ~~20556-B~~^{20837-B}, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage and Security Agreement (BNSF 1997-E) (the "*Mortgage*"), dated August 6, 1997, and Mortgage Supplement No. 1 (BNSF 1997-E) (the "*Mortgage Supplement*") thereto, dated August 28, 1997, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to the Security Trustee.

4. Memoranda of said Mortgage and of said Mortgage Supplement were recorded with the Surface Transportation Board on August ~~28~~²⁷, 1997 at 1:~~30~~³⁵ p.m. under recordation numbers ~~20556~~²⁰⁸³⁷-A and ~~20556~~²⁰⁸³⁷-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.

ORIX CRUX CORPORATION

By  _____

Name: Noboru Kawai
Title: Attorney-in-Fact

Executed on this 18th day of August, 1997.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____

Name: Brett R. King
Title: Assistant Vice President

Executed on this ___ day of August, 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.

ORIX CRUX CORPORATION

By _____

Name:

Title:

Executed on this ____ day of August, 1997.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By  _____

Name: Brett R. King

Title: Assistant Vice President

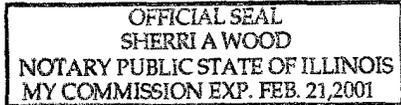
Executed on this 15th day of August, 1997.

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the 18th day of August, 1997, before me, a Notary Public in and for said County and State, personally appeared Noboru Kawai, who being by me duly sworn, says that he is the Attorney-in-Fact of ORIX CRUX CORPORATION, that said instrument was signed on August 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.

Sherril A Wood
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____



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

On this, the ____ day of August, 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 August __, 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: _____
Notary Public
My Commission Expires: _____
Residing in _____

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

On this, the ____ day of August, 1997, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the _____ of ORIX CRUX CORPORATION, that said instrument was signed on August ____, 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.

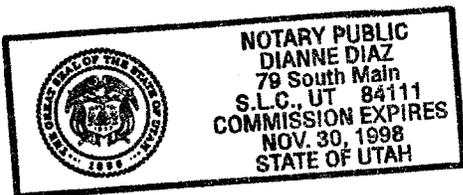
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Utah,)
) SS.:
COUNTY OF Salt Lake)

On this, the 18th day of August, 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 August 18, 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:
Notary Public
My Commission Expires:
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
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