

# CHAPMAN AND CUTLER

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20888-D  
RECORDATION NO. \_\_\_\_\_ FILED  
50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066  
SEP 26 '97 11-30AM  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
SEP 26 11 26 AM '97

September 26, 1997

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-F

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-F), dated September 29, 1997, between First Security Bank, National Association, as security trustee (the "Security Trustee" or the "Assignee"), and ORIX Starlet 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 and Assignor:	ORIX Starlet 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.

*Countryparts - Kimbartman*

CHAPMAN AND CUTLER

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-F) between First Security Bank, National Association, as Security Trustee, 79 South Main Street, Salt Lake City, Utah 84111, and ORIX Starlet Corporation, as Lessor, c/o ORIX Starlet Corporation, 4-1, Hamamatsucho 2-chome, Minato-ku, Tokyo, Japan, dated September 29, 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 September 29, 1997, the Memorandum of Mortgage and Security Agreement, dated September 29, 1997, the Memorandum of Mortgage Supplement No. 1, dated September 29, 1997 and the Memorandum of Lease Supplement No. 1, dated September 29, 1997, which were recorded with the Surface Transportation Board on September \_\_, 1997 at \_\_:\_\_ \_\_.m. under recordation numbers \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_, 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

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company Dash 9-44 CW Diesel Electric Locomotives	26	BNSF 739, BNSF 745, BNSF 746, BNSF 750, BNSF 763 through BNSF 784, inclusive

SEP 26 '97 11-30AM

**MEMORANDUM OF LEASE ASSIGNMENT  
(BNSF 1997-F)**

Memorandum of Lease Assignment, made and entered into on September 29, 1997, by and between ORIX Starlet 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-F) (the "*Lease Agreement*"), dated September 8, 1997, and Lease Supplement No. 1 (BNSF 1997-F) (the "*Lease Supplement*") thereto, dated September 29, 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 September \_\_, 1997 at \_\_:\_\_ p.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 Mortgage and Security Agreement (BNSF 1997-F) (the "*Mortgage*"), dated September 8, 1997, and Mortgage Supplement No. 1 (BNSF 1997-F) (the "*Mortgage Supplement*") thereto, dated September 29, 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 September \_\_, 1997 at \_\_:\_\_ p.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.

ORIX STARLET CORPORATION

By 

Name: Noboru Kawai

Title: Attorney-in-Fact

Executed on this 22<sup>nd</sup> day of September, 1997.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By \_\_\_\_\_

Name: Brett R. King

Title: Assistant Vice President

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

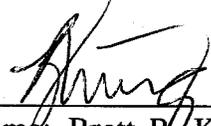
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

ORIX STARLET CORPORATION

By \_\_\_\_\_  
Name: Noboru Kawai  
Title: Attorney-in-Fact

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

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

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

Executed on this 17<sup>th</sup> day of September, 1997.

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

On this, the 22<sup>nd</sup> day of September, 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 STARLET CORPORATION, that said instrument was signed on September 22, 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.



Teresa A. Mestas  
Name: TERESA A. MESTAS  
Notary Public  
My Commission Expires: 11-14-2000  
Residing in MOKENA, WILL COUNTY,  
ILLINOIS

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

On this, the \_\_\_\_ day of September, 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 September \_\_, 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 ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this, the \_\_\_ day of September, 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 STARLET CORPORATION, that said instrument was signed on September \_\_, 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.

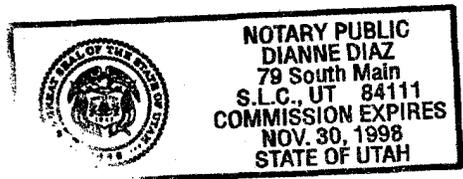
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

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

On this, the 19<sup>th</sup> day of September, 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 September 19, 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.



Diana  
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company Dash 9-44 CW Diesel Electric Locomotives	26	BNSF 739, BNSF 745, BNSF 746, BNSF 750, BNSF 763 through BNSF 784, inclusive