

CHAPMAN AND CUTLER

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September 26, 1997

RECORDATION NO. 20888-E FILED

SEP 26 '97

11-32AM

SEP 26 11 31 AM '97

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-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 Lessor Security Agreement (BNSF 1997-F), dated September 29, 1997, between ORIX Starlet Corporation, as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee").

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

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Second Floor
Fort Worth, Texas 76131-2830

Lessor: ORIX Starlet Corporation
c/o ORIX Corporation
4-1, Hamamatsucho 2-chome
Minato-ku, Tokyo, Japan

The underlying Lessor Security Agreement provides, *inter alia*, for the granting of a junior security interest in certain Locomotives (the "Equipment") in favor of the Lessee.

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lessor Security Agreement is as set forth on Exhibit A hereto.

Countyparts - Kim Bartman

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 LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security Agreement (BNSF 1997-F) between ORIX Starlet Corporation, as Lessor, c/o ORIX Starlet Corporation, 4-1, Hamamatsucho 2-chome, Minato-ku, Tokyo, Japan, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Forth Worth, Texas 76131-2830, dated September 29, 1997, covering certain diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3892.

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/dml
Enclosure

Law Offices of
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 11-35 AM

MEMORANDUM OF LESSOR SECURITY AGREEMENT
(BNSF 1997-F)

Memorandum of Lessor Security Agreement, made and entered into on September 29, 1997 by and between ORIX Starlet Corporation, a Japanese corporation ("Lessor"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Lessor Security Agreement (BNSF 1997-F), dated September 8, 1997, whereby the Lessor has granted to the Lessee a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

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

ORIX STARLET CORPORATION

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

Executed on this 29th day of September, 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 September,
1997.

**MEMORANDUM OF LESSOR SECURITY AGREEMENT
(BNSF 1997-F)**

Memorandum of Lessor Security Agreement, made and entered into on September 29, 1997 by and between ORIX Starlet Corporation, a Japanese corporation ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lessor Security Agreement (BNSF 1997-F), dated September 8, 1997, whereby the Lessor has granted to the Lessee a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of 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.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

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

Executed on this 22nd day of September,
1997.

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

On this, the 22ND 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 MORENA, 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 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 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 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 Illinois)
) SS.:
COUNTY OF Cook)

On this, the 22ND day of September, 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 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.



Dorothy V. Schaezle
Name:
Notary Public
My Commission Expires: 11/20/00
Residing in Lake In The Hills

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