

RECORDATION NO. 20898 FILED

DONELAN, CLEARY, WOOD & MASER, P.C. SEP 30 '97 11-21 AM

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

RECORDATION NO. 20898-A, B FILED

September 30, 1997

SEP 30 '97 11-21 AM

New Recordation No., -A and -B

Dear Mr. Williams:

On behalf of The First National Bank of Maryland, I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a primary document and two related secondary documents not previously recorded. The primary document is entitled Memorandum of Lease Agreement ("Lease"), made September 26, 1997, to be recorded under a new Recordation No. The first secondary document is entitled Memorandum of Lease Supplement ("Supplement") made September 30, 1997, to be recorded under the new Recordation No. -A. The second secondary document is entitled Assignment of Lease and Rents ("Assignment") dated as of September 30, 1997, to be recorded under the new Recordation No. -B.

Counterparts - cc'd to Williams

Primary →
A

The parties to the Lease and the Supplement are:

The First National Bank of Maryland - LESSOR
25 South Charles Street
Baltimore, MD 21201

The Burlington Northern and Santa Fe - LESSEE
Railway Company
1700 East Golf Road
Schaumburg, IL 60173-5860

The said Lease and Supplement each cover the leasing by the Lessor to the Lessee of two hundred forty (240) BNSF coal hopper cars and one hundred twenty (120) BNSF coal gondola cars.

The equipment covered in the Lease and Supplement is identified in Exhibit A to the Lease and to the Supplement, a copy attached hereto.

SEP 30 11 21 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Letter to Mr. Williams
Page 2
September 30, 1997

B → The parties to the Assignment are:

The First National Bank of Maryland - ASSIGNOR
25 South Charles Street
Baltimore, MD 21201

Aid Association for Lutherans - ASSIGNEE
4321 North Ballard Road
Appleton, WI 54919

Please also index the Assignment in the "Vendee" Index Book ("white pages") under the names of the Assignee, namely, under Aid Association for Lutherans, saying: See Recordation No. 20898 -B.

The said Assignment is the assignment of a security interest in the Lease by the Assignor to the Assignee.

The equipment covered in the Assignment is the equipment covered in the Lease and in the Supplement in Exhibit A thereto, attached hereto.

A short summary of the Lease and the Supplement to appear in the Surface Transportation Board Index is as follows:

"Lease of 240 BNSF coal hopper cars and 120 BNSF coal gondola cars."

A short summary of the Assignment to appear in the Surface Transportation Board Index is as follows:

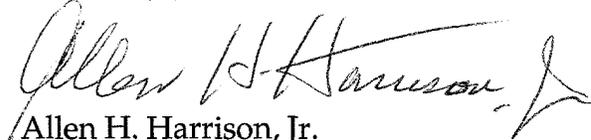
"Assignment of security interest in Lease and Supplement covering the lease of 240 BNSF coal hopper cars and 120 BNSF coal gondola cars."

Enclosed are three checks in the total amount of seventy two dollars (\$72.00) in payment of the filing fees.

Letter to Mr. Williams
Page 3
September 30, 1997

Once the filings have been made, please return to bearer the stamped counterpart(s) of the documents not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board, acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
*Attorney for The First National
Bank of Maryland
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BY HAND

0970-020

EXHIBIT A

DESCRIPTION OF RAILCARS

Type I: Two Hundred and Forty (240) Rapid Discharge aluminum open top hoppers, built new in 1997 by Johnstown America bearing the following reporting marks and numbers:

BNSF 650119 to 650356, both inclusive
BNSF 699129
BNSF 699602

Type II: One Hundred and Twenty (120) Bethgon aluminum gondolas built new in 1997 by Johnstown America bearing the following reporting marks and numbers:

BNSF 668328 to 668446, both inclusive
BNSF 699128

New No

RECORDATION NO 20898 FILED

SEP 30 '97 11-21 AM

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement, made and entered into on September 26, 1997 by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association ("*Lessor*"), and THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement dated as of September 26, 1997, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain rolling stock bearing the reporting marks and numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

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.

THE FIRST NATIONAL BANK OF MARYLAND, a national banking association

By: Richard M. Folio
Name: Richard M. Folio
Title: Vice President

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

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

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement, made and entered into on September 26, 1997 by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association ("*Lessor*"), and THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation ("*Lessee*").

WITNESSETH:

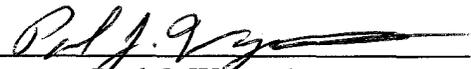
The undersigned have entered into that certain Equipment Lease Agreement dated as of September 26, 1997, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain rolling stock bearing the reporting marks and numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

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.

THE FIRST NATIONAL BANK OF
MARYLAND, a national banking association

By: _____
Name: Richard M. Folio
Title: Vice President

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

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

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 27th day of September, 1997 before me appeared, Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on September 27, 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.

Michelle E. Spivak
Notary Public

[Notarial Seal]

My commission expires: January 28, 2001

STATE OF ILLINOIS, COUNTY OF COOK, TO WIT:

On this _____ day of September, 1997 before me appeared, Paul J. Weyandt, to me personally known, who being by me duly sworn, says that he is Assistant Vice President-Finance and Assistant Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, that said instrument was signed and sealed 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.

Notary Public

[Notarial Seal]

My commission expires:

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this _____ day of September, 1997 before me appeared, Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed 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.

Notary Public

[Notarial Seal]

My commission expires:

STATE OF ILLINOIS, COUNTY OF COOK, TO WIT:

On this 26TH day of September, 1997 before me appeared, Paul J. Weyandt, to me personally known, who being by me duly sworn, says that he is Assistant Vice President-Finance and Assistant Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, that said instrument was signed and sealed on September 26, 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.



Dorothy V. Schaezle
Notary Public

[Notarial Seal]

My commission expires: 11/20/00

EXHIBIT A

DESCRIPTION OF RAILCARS

Type I: Two Hundred and Forty (240) Rapid Discharge aluminum open top hoppers, built new in 1997 by Johnstown America* bearing the following reporting marks and numbers:

BNSF 650119 to 650356, both inclusive
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Type II: One Hundred and Twenty (120) Bethgon aluminum gondolas built new in 1997 by Johnstown America* bearing the following reporting marks and numbers:

BNSF 668328 to 668446, both inclusive
BNSF 699128

*
INDUSTRIES, INC.