(12)

RECORDATION NO. 20954 FILED

OCT 27 '97 11-35AM

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October 27, 1997

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

RECEIVED SURFACE TRANSPORTATION BOARD OCT 27 11 35 AM '97

Counterparts - Bottman

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

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three copies of each of the primary documents and the secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

Primary → (1) Memorandum of Lease Agreement (BNSF 1997-G), dated October 28, 1997, between Bieber Locomotive Lease Co., Ltd., as lessor (the *"Lessor"*), and The Burlington Northern and Santa Fe Railway Company, as lessee (the *"Lessee"*); and

A → (2) Memorandum of Trust Indenture and Security Agreement (BNSF 1997-G), dated October 28, 1997, between the Lessor, the Lessee, and First Security Bank, National Association, as indenture trustee (the *"Indenture Trustee"*).

The secondary documents are as follows:

B → (1) Memorandum of Lease Supplement No. 1 (BNSF 1997-G), dated October 28, 1997, between the Lessee and the Lessor; and

C → (2) Memorandum of Trust Indenture Supplement No. 1 (BNSF 1997-G), dated October 28, 1997, between the Lessor and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 1 (BNSF 1997-G) and Memorandum of Trust Indenture Supplement No. 1 (BNSF 1997-G) are connected are the Memorandum of Lease Agreement (BNSF 1997-G) and the Memorandum of Trust Indenture and Security Agreement (BNSF 1997-G), respectively, referred to above, which are being submitted for recording concurrently therewith.

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

Primary → MEMORANDUM OF LEASE AGREEMENT

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

Lessor: Bieber Locomotive Lease Co., Ltd.
Caledonian House
Mary Street
P.O. Box 1043
George Town
Grand Cayman, Cayman Islands

A → MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Lessor: Bieber 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
Fort Worth, Texas 76131

Indenture Trustee: First Security Bank, National Association,
as Indenture Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

B → MEMORANDUM OF LEASE SUPPLEMENT NO. 1

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

Lessor: Bieber Locomotive Lease Co., Ltd.
Caledonian House
Mary Street
P.O. Box 1043
George Town
Grand Cayman, Cayman Islands

C → MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1

Lessor: Bieber 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
Fort Worth, Texas 76131

Indenture Trustee: First Security Bank, National Association,
as Indenture Trustee
Corporate Trust Department
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 Agreement, Memorandum of Trust Indenture and Security Agreement, Memorandum of Lease Supplement No. 1 and the Memorandum of Trust Indenture Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of ninety-six dollars ($96.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents 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 each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE AGREEMENT:

Memorandum of Lease Agreement (BNSF 1997-G) between Bieber Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, dated October 28, 1997, covering diesel electric locomotives bearing the road numbers listed in the Exhibit attached thereto.

(2) MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT:

Memorandum of Trust Indenture and Security Agreement (BNSF 1997-G) between Bieber 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, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated October 28, 1997, covering the obligations of the Lessor and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the Exhibit attached thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BNSF 1997-G) between Bieber Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, dated October 28, 1997, covering diesel electric locomotives bearing the road numbers listed in the Exhibit attached thereto. The Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee, dated October 28, 1997, which is filed concurrently herewith.

(4) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1:

Memorandum of Trust Indenture Supplement No. 1 (BNSF 1997-G) between Bieber 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, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake

City, Utah 84111, dated October 28, 1997, covering the obligations of the Lessor and the Lessee relating to diesel electric locomotives bearing road numbers listed in the Exhibit attached thereto. The Memorandum of Trust Indenture Supplement No. 1 is related to the Memorandum of Trust Indenture and Security Agreement between the Lessor and the Indenture Trustee, dated October 28, 1997, which is filed concurrently herewith.

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/b
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
New General Motors Corporation (Electro-Motive Division) SD70M-AC Locomotives	6	BNSF 9820 through BNSF 9825, inclusive
New General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	13	BNSF 707 through BNSF 715, inclusive, BNSF 717, BNSF 719 through BNSF 721, inclusive

RECORDATION NO. 20954-C FILED

OCT 27 '97 11-35 AM

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1 (BNSF 1997-G)

Memorandum of Trust Indenture Supplement No. 1, made and entered into on October 28, 1997 by and between Bieber 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 undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1997-G) (the *"Indenture"*), dated as of October 28, 1997, by which the Lessor has granted a security interest to the Indenture Trustee in order to secure the Lessor's performance of certain obligations as described in the Indenture.

2. A memorandum of said Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BNSF 1997-G), dated as of October 28, 1997, relating to the above-described Indenture and extending the Lessor's grant of a security interest therein to 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.

BIEBER LOCOMOTIVE LEASE CO., LTD.

By_____
Name: F. Jan Blaustein
Title: President

Executed on this 21st day of October, 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 October, 1997.

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MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BNSF 1997-G)

Memorandum of Trust Indenture Supplement No. 1, made and entered into on October 28, 1997 by and between Bieber 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:

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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.

BIEBER LOCOMOTIVE LEASE CO., LTD.

By_____
Name: F. Jan Blaustein
Title: President

Executed on this ____ day of October, 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 23rd day of October, 1997.

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FIRST SECURITY BANK, NATIONAL ASSOCIATION

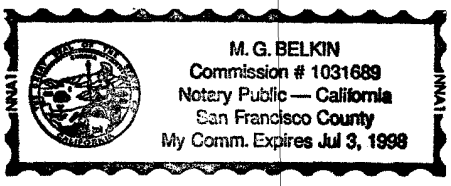
By_____
Name: Brett R. King
Title: Assistant Vice President

Executed on this 21st day of October, 1997.

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

On this, the 21st day of October, 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 BIEBER LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on October 21, 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: M. G. Belkin
Notary Public
My Commission Expires:
Residing in_____

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

On this, the _____ day of October, 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 October __, 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 October, 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 BIEBER LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on October __, 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 23rd day of October, 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 October 23, 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.

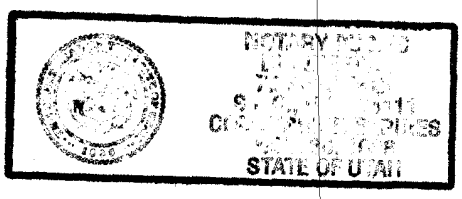
OFFICIAL SEAL
DOROTHY V SCHAETZLE
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES: 11/20/00

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

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

On this, the 21st day of October, 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 October 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:
Notary Public
My Commission Expires:
Residing in

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
New General Motors Corporation (Electro-Motive Division) SD70M-AC Locomotives	6	BNSF 9820 through BNSF 9825, inclusive
New General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	13	BNSF 707 through BNSF 715, inclusive, BNSF 717, BNSF 719 through BNSF 721, inclusive