

CHAPMAN AND CUTLER

111 West Monroe Street, Chicago, Illinois 60603-4080

TWX 910-221-2103 Telex 206281

FAX (312) 701-2361

Telephone (312) 845-3000

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

RECORDATION NO. 21684 FILED

December 18, 1997

DEC 18 '97

11-10 AM

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

RECORDATION NO. 21684 ABC FILED

DEC 18 '97

11-10 AM

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

DEC 18 11 20 AM '97

SURFACE TRANSPORTATION BOARD

*U.S. District Court - District of Columbia*

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original 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:

- (1) Memorandum of Lease Agreement (BNSF 1997-K), dated December 19, 1997, between NBB Square Lease Co., Ltd., as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee"); and
- (2) Memorandum of Mortgage and Security Agreement (BNSF 1997-K), dated December 19, 1997, between the Lessor, as borrower (the "Borrower") and First Security Bank, National Association, as security trustee (the "Security Trustee").

The secondary documents are as follows:

*B* →

- (1) Memorandum of Lease Supplement No. 1 (BNSF 1997-K), dated December 19, 1997, between the Lessee and the Lessor;
- (2) Memorandum of Mortgage Supplement No. 1 (BNSF 1997-K), dated December 19, 1997, between the Lessor, as Borrower, and the Security Trustee; and
- (3) Memorandum of Dollar Account Pledge Agreement (BNSF 1997-K) dated December 19, 1997 between Export Development Corporation ("EDC"), as agent (the "Agent"), and the Lessor, as Borrower.

The primary documents to which Memorandum of Lease Supplement No. 1 (BNSF 1997-K) and Memorandum of Mortgage Supplement No. 1 (BNSF 1997-K) are connected are the Memorandum of Lease Agreement (BNSF 1997-K) and the Memorandum

CHAPMAN AND CUTLER

of Mortgage and Security Agreement (BNSF 1997-K), respectively, referred to above, which are being submitted for recording concurrently therewith.

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

MEMORANDUM OF LEASE AGREEMENT

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

Lessor: NBB Square Lease Co., Ltd.  
c/o Nomura Babcock & Brown Co., Ltd.  
Dai-Ichi Edobashi Building  
1-11-1 Nihonbashi, Chuo-ku  
Tokyo 103, Japan

MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT

Borrower: NBB Square Lease Co., Ltd.  
c/o Nomura Babcock & Brown Co., Ltd.  
Dai-Ichi Edobashi Building  
1-11-1 Nihonbashi, Chuo-ku  
Tokyo 103, Japan

Security Trustee: First Security Bank, National Association,  
as Security 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 76131-2830

CHAPMAN AND CUTLER

Lessor: NBB Square Lease Co., Ltd.  
c/o Nomura Babcock & Brown Co., Ltd.  
Dai-Ichi Edobashi Building  
1-11-1 Nihonbashi, Chuo-ku  
Tokyo 103, Japan

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1

Borrower: NBB Square Lease Co., Ltd.  
c/o Nomura Babcock & Brown Co., Ltd.  
Dai-Ichi Edobashi Building  
1-11-1 Nihonbashi, Chuo-ku  
Tokyo 103, Japan

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

MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT

Borrower: NBB Square Lease Co., Ltd.  
c/o Nomura Babcock & Brown Co., Ltd.  
Dai-Ichi Edobashi Building  
1-11-1 Nihonbashi, Chuo-ku  
Tokyo 103, Japan

Agent: Export Development Corporation  
151 O'Connor  
Ottawa, Canada K1A 1K3

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement, Memorandum of Mortgage and Security Agreement, Memorandum of Lease Supplement No. 1 and the Memorandum of Mortgage Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of one hundred twenty dollars (\$120.00) 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

CHAPMAN AND CUTLER

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-K) between NBB Square Lease Co., Ltd., as Lessor, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131-2830, dated December 19, 1997, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(2) MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT:

Memorandum of Mortgage and Security Agreement (BNSF 1997-K) between NBB Square Lease Co., Ltd., as Borrower, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated December 19, 1997, covering the obligations of the Borrower 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:

**B** → Memorandum of Lease Supplement No. 1 (BNSF 1997-K) between NBB Square Lease Co., Ltd., as Lessor, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131-2830, dated December 19, 1997, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee, dated December 19, 1997, which is filed concurrently herewith.

(4) MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1:

Memorandum of Mortgage Supplement No. 1 (BNSF 1997-K) between NBB Square Lease Co., Ltd., as Borrower, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated December 19, 1997, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing road numbers listed in the exhibit attached thereto. The Memorandum of Mortgage Supplement No. 1 is related to the Memorandum of Mortgage and Security Agreement between the Borrower and the Security Trustee, dated December 19, 1997, which is filed concurrently herewith.

CHAPMAN AND CUTLER

(5) MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT:

Memorandum of Dollar Account Pledge Agreement (BNSF 1997-K) between Export Development Corporation, as Agent, 151 O'Connor, Ottawa, Canada K1A 1K3 and NBB Square Lease Co., Ltd., as Borrower, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-Ku, Tokyo 103, Japan, dated as of December 19, 1997, relating to the grant by Borrower to Agent of a security interest in Borrower's right, title and interest in and to the Dollar Account.

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  
Enclosures

Law Offices of  
CHAPMAN AND CUTLER

**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	20	BNSF 9845 through BNSF 9864, inclusive
General Motors Corporation (Electro-Motive Division) Model SD75I Diesel Electric Locomotives	12	BNSF 8288 through BNSF 8290, inclusive BNSF 8292 through BNSF 8294, inclusive BNSF 8296 through BNSF 8301, inclusive

RECORDATION NO. 21084-B  
FILED

DEC 18 '97

11-10AM

MEMORANDUM OF LEASE SUPPLEMENT NO. 1  
(BNSF 1997-K)

Memorandum of Lease Supplement No. 1, made and entered into on December 19, 1997 by and between NBB Square Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

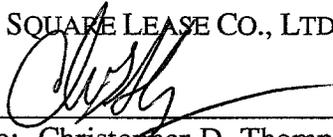
1. The undersigned have entered into that certain Lease Agreement (BNSF 1997-K) (the "*Lease Agreement*"), dated December 19, 1997, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement 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 Lease Supplement No. 1 (BNSF 1997-K), dated December 19, 1997, whereby the terms and provisions of the above-described Lease Agreement are made applicable to 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.

NBB SQUARE LEASE CO., LTD.

By   
Name: Christopher D. Thompson  
Title: Attorney-in-Fact

Executed on this 12<sup>th</sup> day of December, 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 December, 1997.

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1  
(BNSF 1997-K)**

Memorandum of Lease Supplement No. 1, made and entered into on December 19, 1997 by and between NBB Square Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Lease Agreement (BNSF 1997-K) (the "*Lease Agreement*"), dated December 19, 1997, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement 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 Lease Supplement No. 1 (BNSF 1997-K), dated December 19, 1997, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

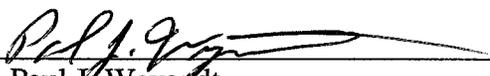
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

NBB SQUARE LEASE CO., LTD.

By \_\_\_\_\_  
Name: Christopher D. Thompson  
Title: Attorney-in-Fact

Executed on this \_\_\_ day of December, 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 12<sup>th</sup> day of December, 1997.



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

On this, the \_\_\_ day of December, 1997, before me, a Notary Public in and for said County and State, personally appeared Christopher D. Thompson, who being by me duly sworn, says that he is the Attorney-in-Fact of NBB SQUARE LEASE CO., LTD., that said instrument was signed on December \_\_, 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 12<sup>th</sup> day of December, 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 December 12, 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. Schaeetzle  
Name:  
Notary Public  
My Commission Expires: 11/20/00  
Residing in Lake In The Hills

**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	20	BNSF 9845 through BNSF 9864, inclusive
General Motors Corporation (Electro-Motive Division) Model SD75I Diesel Electric Locomotives	12	BNSF 8288 through BNSF 8290, inclusive BNSF 8292 through BNSF 8294, inclusive BNSF 8296 through BNSF 8301, inclusive