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RECORDATION NO. 21084 FILED
DEC 18 '97 11-10 AM

December 18, 1997

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

RECORDATION NO. 21084-A,B,C,E FILED
DEC 18 '97 11-10 AM

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

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:

(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

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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

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

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

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

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:

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.

(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

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
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-C FILED

DEC 18 '97 11-10AM

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

Memorandum of Mortgage Supplement No. 1, made and entered into on December 19, 1997 by and between First Security Bank, National Association, a national banking association, as security trustee (*"Security Trustee"*), and NBB Square Lease Co., Ltd., a Japanese corporation (*"Borrower"*).

WITNESSETH:

1. The undersigned have entered into that certain Mortgage and Security Agreement (BNSF 1997-K) (the *"Mortgage"*), dated December 19, 1997, by which the Borrower has granted a security interest to the Security Trustee in order to secure the Borrower's performance of certain obligations as described in the Loan Agreement (BNSF 1997-K), dated December 19, 1997, between the Borrower and Export Development Corporation, and in the Mortgage.

2. A memorandum of said Mortgage 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 Mortgage Supplement No. 1 (BNSF 1997-K), dated December 19, 1997, relating to the above-described Mortgage and extending the Borrower'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.

FIRST SECURITY BANK, NATIONAL ASSOCIATION

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

Executed on this 12th day of December, 1997.

NBB SQUARE LEASE CO., LTD.

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

Executed on this __ day of December, 1997.

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

Memorandum of Mortgage Supplement No. 1, made and entered into on December 19, 1997 by and between First Security Bank, National Association, a national banking association, as security trustee (*"Security Trustee"*), and NBB Square Lease Co., Ltd., a Japanese corporation (*"Borrower"*).

WITNESSETH:

1. The undersigned have entered into that certain Mortgage and Security Agreement (BNSF 1997-K) (the *"Mortgage"*), dated December 19, 1997, by which the Borrower has granted a security interest to the Security Trustee in order to secure the Borrower's performance of certain obligations as described in the Loan Agreement (BNSF 1997-K), dated December 19, 1997, between the Borrower and Export Development Corporation, and in the Mortgage.

2. A memorandum of said Mortgage 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 Mortgage Supplement No. 1 (BNSF 1997-K), dated December 19, 1997, relating to the above-described Mortgage and extending the Borrower'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.

FIRST SECURITY BANK, NATIONAL ASSOCIATION

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

Executed on this ___ day of December, 1997.

NBB SQUARE LEASE CO., LTD.

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

Executed on this 12th day of December, 1997.

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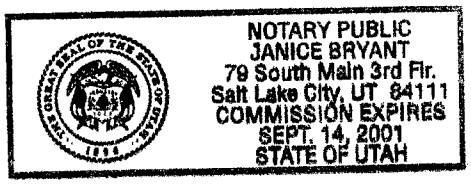
STATE OF Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 12th day of December, 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 December 12, 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.



Janice Bryant
Name: Janice Bryant
Notary Public
My Commission Expires:
Residing in_____

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 _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 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 December __, 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 NY)
) SS.:
COUNTY OF NY)

On this, the 12th 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 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.

Donna M. McLernon
Name:
Notary Public
My Commission Expires:
Residing in_____

DONNA M. McLERNON
Notary Public, State of New York
No. 41-4928637
Qualified in Queens County
Commission Expires 9/25/99