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RECORDATION NO. 81034 FILED

NOV 25 '97

10-33 AM

November 17, 1997

VIA FEDERAL EXPRESS

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

NOV 25 10 33 AM '97
RECEIVED
SURFACE TRANSPORTATION
BOARD

Subject: Recordation of Locomotive Lease

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11301 and the regulations thereunder, are duplicate originals of a Memorandum of Locomotive Lease (the "Locomotive Lease"), dated as of October 1, 1997 between General Electric Company, General Electric Capital Corporation ("Lessor") and The Burlington Northern and Santa Fe Railway Company ("Lessee"). This is a Primary filing.

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

LESSOR: General Electric Capital Corporation
1600 Summer Street, Sixth Floor
Stamford, Connecticut 06927

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

A general description of the locomotives covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$24.00 for the required recording fee.

The undersigned is Manager-Railroad Operations of General Electric Capital Corporation. Please return one original of the enclosed document, stamped to evidence filing, to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-500, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

PRIMARY DOCUMENT

Memorandum of Locomotive Lease ("Locomotive Lease"), dated October 1, 1997 between General Electric Company, General Electric Capital Corporation ("Lessor") and The Burlington Northern and Santa Fe Railway Company ("Lessee"), relating to:

Six (6) General Electric Company Model Dash 9-44CW Diesel Electric Locomotives, bearing road numbers 4714-4719, inclusive.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "M. J. Baughman", with a long horizontal flourish extending to the right.

Enclosure

SCHEDULE I

Description of Locomotives

Number of
Locomotives

Type of
Equipment

Road
Numbers

Six

General Electric
Model Dash 9-44CW
Diesel Electric
Locomotives

4714-4719
(inclusive)

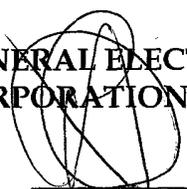
NOV 25 '97 10-33 AM

MEMORANDUM LOCOMOTIVE LEASE

As of the 1st day of October, 1997, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("GE"), General Electric Capital Corporation, a New York corporation with offices at 1600 Summer Street, Sixth Floor, Stamford, Connecticut 06927 ("GECC"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation with offices at 2650 Lou Menk Drive, Fort Worth, Texas 76131 ("Lessee"), entered into a Locomotive Lease Agreement by which the parties acknowledged that the following diesel electric locomotives were leased from GECC to Lessee:

<u>Road Number</u>	<u>Model</u>
4714	Dash 9-44CW
4715	Dash 9-44CW
4716	Dash 9-44CW
4717	Dash 9-44CW
4718	Dash 9-44CW
4719	Dash 9-44CW

GENERAL ELECTRIC CAPITAL CORPORATION

By: 

Name: Jeffrey P. Lupoff

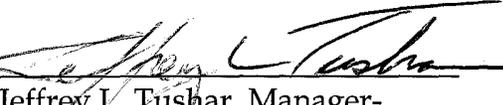
Title: Manager - Rail Operations

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By: 

Carl R. Ice, Vice President
and Chief Mechanical Officer

GENERAL ELECTRIC COMPANY

By: 

Jeffrey L. Tushar, Manager-
Americas Locomotive Finance

State of Connecticut }
County of Fairfield }

On this, the 4th day of November, 1997, before me, the undersigned officer, personally appeared Jeffrey P. Lupoff who acknowledged himself to be Manager - Railroad Operations of General Electric Capital Corporation, a corporation, and that he as Manager - Railroad Operations, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself Manager - Railroad Operations.

In witness whereof, I hereunto set my hand and official seal.

LISA MARIE CHAMBERLAIN
Notary Public of Connecticut
My Commission Expires July 31, 2001

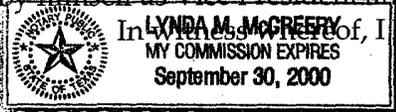
Lisa Marie Chamberlain
Notary Public

My commission expires: _____

State of Texas }
County of Tarrant }

On this, the 4th day of November, 1997, before me, the undersigned officer, personally appeared Carl R. Ice, who acknowledged himself to be Vice President and Chief Mechanical Officer of The Burlington Northern and Santa Fe Railway Company, a corporation, and that he as Vice President and Chief Mechanical Officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Vice President and Chief Mechanical Officer.

In witness whereof, I hereunto set my hand and official seal.



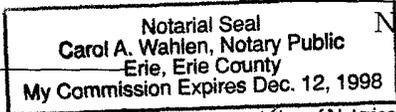
Lynda M. McCreery
Notary Public

My commission expires: 09/30/00

Commonwealth of Pennsylvania }
County of Erie }

On this, the 4th day of November, 1997, before me, the undersigned officer, personally appeared Jeffrey L. Tushar who acknowledged himself to be Manager-Americas Locomotive Finance of General Electric Company's Transportation Systems Business Operations, a corporation, and that he as Manager-Americas Locomotive Finance, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager-Americas Locomotive Finance.

In witness whereof, I hereunto set my hand and official seal.



Carol A. Wahlen
Notary Public

My commission expires: _____