

RECORDATION NO. 22030 FILED

FEB 18 '99

10-45 AM

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 18, 1999

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Locomotive Lease, dated as of June 30, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessee: The Burlington Northern and Santa Fe
Railway Company
2600 Lou Menk Drive
Fort Worth, Texas 76161

Lessors: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

ATEL Leasing Corporation
235 Pine Street, 6th Floor
San Francisco, California 94104

*Counterparts -
File.*

Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is set forth on Schedule 1 attached hereto.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

SCHEDULE 1

One hundred (100) Locomotives:

LMX 8500 through LMX 8599

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

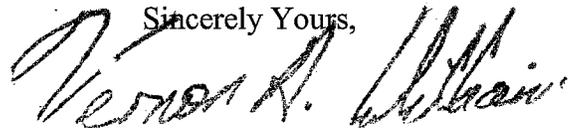
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 2/18/99 at 10:45AM, and
assigned recordation numbers (s): 22030.

Sincerely Yours,



Vernon A. Williams

Enclosure(s)
26.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



FEB 18 '99 10-45 AM

MEMORANDUM OF LOCOMOTIVE LEASE

THIS MEMORANDUM OF LOCOMOTIVE LEASE dated as of this 30th day of June, 1998, is made by (i) The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, with an address at 2600 Lou Menk Drive, Fort Worth, TX 76161 (the "Lessee"), and (ii) The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 and ATEL Leasing Corporation, a Delaware corporation (each a "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessors and the Lessee entered into that certain Locomotive Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

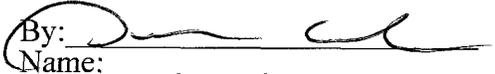
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

ATEL LEASING CORPORATION

By: Nancy A. Nardella
Name: Nancy A. Nardella
Title: Vice President

By: 
Name: _____
Title: Dean Cash
President

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By: 
Name: Carl Vice
Title: Vice President and Chief Mechanical Officer

SCHEDULE 1

One hundred (100) Locomotives:

LMX 8500 through LMX 8599

STATE OF ILLINOIS)
COUNTY OF COOK) SS:

On this 1ST day of ~~September~~ ^{OCTOBER}, 1998 before me personally appears

CARL ICE, to me personally known, who by me duly sworn, says that he/she is the VICE PRESIDENT + CHIEF MECH. OFF. of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



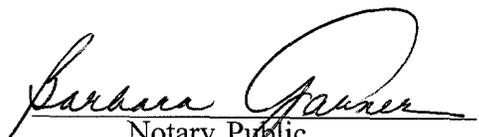
Dorothy V. Schaeztle
Notary Public

STATE OF NEW YORK)
COUNTY OF NEW YORK)

SS:

On this 16th day of September, 1998 before me personally appears
Nancy Harbella, to me personally known, who by me duly sworn, says that
he/she is the Vice-President of THE CIT GROUP/EQUIPMENT
FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of
the said Company by authority of its Board of Directors, and he/she acknowledged that the
execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public

BARBARA GARNER
Notary Public, State of New York
No. 01GA5085133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, ~~1998~~ 2000

STATE OF CALIFORNIA }

ss.

COUNTY OF SAN FRANCISCO }

On October 7, 1998, before me, Judith J. Murio, the undersigned Notary Public, personally appeared Dean Cash, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same on such day in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Notary Public

My Commission expires: September 15, 1999



(Notarial Seal)

(This Notary Acknowledgment is an attachment to
MEMORANDUM OF LCOMOTIVE LEASE dated June 30, 1998)