

CHAPMAN AND CUTLER

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May 27, 1998 RECORDATION NO. 21436-F FILED

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Salt Lake City, Utah 84144  
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MAY 27 '98

12-10PM

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

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Locomotive Financing  
BNSF 1998-C

MAY 27 12 07 PM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lessor Security Agreement (BNSF 1998-C), dated May 28, 1998, between NBB Cheyenne Lease Co., Ltd., as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee").

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

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

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

The underlying Lessor Security Agreement provides, *inter alia*, for the granting of a junior security interest in certain Locomotives (the "Equipment") in favor of the Lessee.

Countersigned -

CHAPMAN AND CUTLER

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lessor Security Agreement is as set forth on Exhibit A hereto.

A fee of twenty-six dollars (\$26.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document 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 the document to appear in the index follows:

MEMORANDUM OF LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security Agreement (BNSF 1998-C) between NBB Cheyenne 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, Forth Worth, Texas 76131-2830, dated May 28, 1998, covering certain diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

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/mh  
Enclosure

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	9	BNSF 9865 through BNSF 9873 inclusive
General Electric Company Dash 9-44CW Diesel Electric Locomotives	25	BNSF 4747 through BNSF 4771, inclusive

MEMORANDUM OF LESSOR SECURITY AGREEMENT **MAY 27 '98** 12-10PM  
(BNSF 1998-C)

Memorandum of Lessor Security Agreement, made and entered into on May 28, 1998 by and between NBB Cheyenne Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lessor Security Agreement (BNSF 1998-C), dated May 1, 1998, whereby the Lessor has granted to the Lessee a security interest in 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 CHEYENNE LEASE CO., LTD.

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

Executed on this 15<sup>th</sup> day of May, 1998.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By \_\_\_\_\_  
Name: L. Steven Vollmer  
Title: General Director - Finance

Executed on this \_\_\_ day of May, 1998.

MEMORANDUM OF LESSOR SECURITY AGREEMENT  
(BNSF 1998-C)

Memorandum of Lessor Security Agreement, made and entered into on May 28, 1998 by and between NBB Cheyenne Lease Co., Ltd., a Japanese corporation ("Lessor"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Lessor Security Agreement (BNSF 1998-C), dated May 1, 1998, whereby the Lessor has granted to the Lessee a security interest in 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 CHEYENNE LEASE CO., LTD.

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

Executed on this \_\_\_ day of May, 1998.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By  \_\_\_\_\_  
Name: L. Steven Vollmer  
Title: General Director - Finance

Executed on this 18<sup>th</sup> day of May, 1998.



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

On this, the \_\_\_ day of May, 1998, 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 CHEYENNE LEASE CO., LTD., that said instrument was signed on May \_\_, 1998 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 18<sup>th</sup> day of May, 1998, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director - Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on May 18, 1998 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**

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