

**BNSF**



CRAIG N. SMETKO  
Senior General Attorney

**Burlington Northern Santa Fe**  
1700 East Golf Road  
Schaumburg, Illinois 60173-5860  
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May 11, 1998

VIA UPS OVERNIGHT DELIVERY

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

RECORDATION NO. 21423 FILED

MAY 19 '98 9-49 AM

May 19 9 49 AM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Re: The Burlington Northern and Santa Fe Railway Company  
Equipment Lease Agreement dated April 28, 1998 and  
Lease Supplement No. 1 dated April 30, 1998

Dear Mr. Williams:

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

The document is a Memorandum of Lease Agreement and Lease Supplement No. 1 dated April 30, 1998 between General Electric Railcar Services Corporation, as lessor (the "*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "*Lessee*"). It is a primary document.

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

Lessee: The Burlington Northern and Santa Fe Railway Company  
1700 East Golf Road  
Second Floor  
Schaumburg, Illinois 60173

Lessor: General Electric Railcar Services Corporation  
33 West Monroe Street  
24th Floor  
Chicago, Illinois 60603

Mr. Vernon A. Williams  
Surface Transportation Board  
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The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement and Lease Supplement No. 1 is as set forth in Exhibit A-1 hereto.

A fee of twenty-four dollars (\$24.00) 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:

Craig N. Smetko  
The Burlington Northern and Santa Fe Railway Company  
1700 East Golf Road  
Second Floor  
Schaumburg, Illinois 60173

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

MEMORANDUM OF LEASE AGREEMENT AND LEASE SUPPLEMENT NO. 1

Memorandum of (i) an Equipment Lease Agreement between General Electric Railcar Services Corporation, 33 West Monroe Street, 24th Floor, Chicago, Illinois 60603 ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, 1700 East Golf Road, Second Floor, Schaumburg, Illinois 60173 ("*Lessee*"), dated April 28, 1998, covering steel covered hopper railcars bearing the road numbers listed in any Lease Supplements thereto, and (ii) Lease Supplement No. 1 thereto dated April 30, 1998, between Lessor and Lessee, covering 500 steel covered hopper railcars bearing the road numbers listed in Exhibit A-1 attached thereto.

If you have any questions or need further information, please do not hesitate to contact the undersigned as (847) 995-6819.

Very truly yours,



Craig N. Smetko  
Senior General Attorney

CNS/ds

Encs.

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# EXHIBIT A - 1

<u>Car Numbers</u>				<u>Number of Cars</u>	<u>Cumulative Number of Cars</u>
BNSF	471500	through	BNSF 471502	3	3
BNSF	471506	through	BNSF 471507	2	5
BNSF	471509	through	BNSF 471511	3	8
BNSF	471514	through	BNSF 471516	3	11
BNSF	471518	through	BNSF 471523	6	17
BNSF	471528			1	18
BNSF	471531	through	BNSF 471533	3	21
BNSF	471537			1	22
BNSF	471539	through	BNSF 471542	4	26
BNSF	471547	through	BNSF 471551	5	31
BNSF	471553	through	BNSF 471554	2	33
BNSF	471556	through	BNSF 471578	23	56
BNSF	471580	through	BNSF 471584	5	61
BNSF	471586	through	BNSF 471594	9	70
BNSF	471597	through	BNSF 471602	6	76
BNSF	471604			1	77
BNSF	471608	through	BNSF 471612	5	82
BNSF	471614	through	BNSF 471626	13	95
BNSF	471628	through	BNSF 471632	5	100
BNSF	471634	through	BNSF 471647	14	114
BNSF	471649	through	BNSF 471666	18	132
BNSF	471669	through	BNSF 471686	18	150
BNSF	471688	through	BNSF 471692	5	155
BNSF	471700			1	156
BNSF	471704	through	BNSF 471705	2	158
BNSF	471707			1	159
BNSF	471709			1	160
BNSF	471720			1	161
BNSF	471722			1	162
BNSF	471727			1	163
BNSF	471730			1	164
BNSF	471735	through	BNSF 471756	22	186
BNSF	471759			1	187
BNSF	471761			1	188
BNSF	471763	through	BNSF 471768	6	194
BNSF	471770	through	BNSF 471777	8	202
BNSF	471779	through	BNSF 471789	11	213
BNSF	471791	through	BNSF 471794	4	217
BNSF	471797	through	BNSF 471799	3	220
BNSF	471803	through	BNSF 471804	2	222
BNSF	471831			1	223
BNSF	471833	through	BNSF 471834	2	225

# EXHIBIT A - 1

<u>Car Numbers</u>				<u>Number of Cars</u>	<u>Number of Cars</u>
BNSF	471842			1	226
BNSF	471845			1	227
BNSF	471847			1	228
BNSF	471849			1	229
BNSF	471859	through	BNSF 471860	2	231
BNSF	471862	through	BNSF 471876	15	246
BNSF	471878	through	BNSF 471880	3	249
BNSF	471882	through	BNSF 471883	2	251
BNSF	471885			1	252
BNSF	471888	through	BNSF 471889	2	254
BNSF	471893	through	BNSF 471900	8	262
BNSF	471904	through	BNSF 471905	2	264
BNSF	471907	through	BNSF 471910	4	268
BNSF	471912			1	269
BNSF	471914	through	BNSF 471916	3	272
BNSF	471919	through	BNSF 471926	8	280
BNSF	471928	through	BNSF 471930	3	283
BNSF	471932	through	BNSF 471946	15	298
BNSF	471951	through	BNSF 471955	5	303
BNSF	471958			1	304
BNSF	471964			1	305
BNSF	471967			1	306
BNSF	471978			1	307
BNSF	471983			1	308
BNSF	471990			1	309
BNSF	471993			1	310
BNSF	471996			1	311
BNSF	472006			1	312
BNSF	472039			1	313
BNSF	472041			1	314
BNSF	472049			1	315
BNSF	472051			1	316
BNSF	472056			1	317
BNSF	472062			1	318
BNSF	472066	through	BNSF 472098	33	351
BNSF	472100	through	BNSF 472139	40	391
BNSF	472141	through	BNSF 472170	30	421
BNSF	472172	through	BNSF 472195	24	445
BNSF	472199	through	BNSF 472229	31	476
BNSF	472231	through	BNSF 472248	18	494
BNSF	472250	through	BNSF 472255	6	500

MAY 19 '98

9-49 AM

**MEMORANDUM OF LEASE AGREEMENT  
AND LEASE SUPPLEMENT NO. 1**

Memorandum of Lease Agreement and Lease Supplement No. 1,, made and entered into on April 30, 1998 by and between General Electric Railcar Services Corporation, a Delaware corporation ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*").

**W I T N E S S E T H:**

The undersigned have entered into that certain Equipment Lease Agreement dated April 28, 1998, and Lease Supplement No. 1 thereto dated April 30, 1998 (together, the "Lease Agreement") whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain steel covered hopper railcars bearing the road numbers as listed on Exhibit A-1 attached hereto, subject to the term defined in said Lease Agreement.

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.

GENERAL ELECTRIC RAILCAR SERVICES  
CORPORATION

By: \_\_\_\_\_

Name: Cheryl A. Feltgen

Title: Executive Vice President -  
Risk ManagementExecuted on this 30<sup>th</sup> day of April, 1998.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By: \_\_\_\_\_

Name: L. Steven Vollmer

Title: General Director - Finance

Executed on this 30<sup>th</sup> day of April, 1998.

STATE OF Illinois )  
 )  
COUNTY OF Cook ) SS:

On this 30<sup>th</sup> day of April, 1998, before me, a Notary Public in and for said County and State, personally appeared Cheryl A. Feltgen, who being by me duly sworn, says that she is an Executive Vice President - Risk Management of GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, that said instrument was signed and sealed on April 30, 1998, on behalf of said corporation 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 said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



By Ricki Knapp  
Notary Public  
Residing In: Chicago

(SEAL)

STATE OF Illinois )  
 )  
COUNTY OF Cook ) SS:

On this 30<sup>th</sup> day of April, 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 and sealed on April 30, 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.



By Dorothy V. Schaeztle  
Notary Public  
Residing In: Lake & The Hills

(SEAL)

# EXHIBIT A - 1

<u>Car Numbers</u>				<u>Number of Cars</u>	<u>Cumulative Number of Cars</u>
BNSF	471500	through	BNSF 471502	3	3
BNSF	471506	through	BNSF 471507	2	5
BNSF	471509	through	BNSF 471511	3	8
BNSF	471514	through	BNSF 471516	3	11
BNSF	471518	through	BNSF 471523	6	17
BNSF	471528			1	18
BNSF	471531	through	BNSF 471533	3	21
BNSF	471537			1	22
BNSF	471539	through	BNSF 471542	4	26
BNSF	471547	through	BNSF 471551	5	31
BNSF	471553	through	BNSF 471554	2	33
BNSF	471556	through	BNSF 471578	23	56
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BNSF	471586	through	BNSF 471594	9	70
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BNSF	471688	through	BNSF 471692	5	155
BNSF	471700			1	156
BNSF	471704	through	BNSF 471705	2	158
BNSF	471707			1	159
BNSF	471709			1	160
BNSF	471720			1	161
BNSF	471722			1	162
BNSF	471727			1	163
BNSF	471730			1	164
BNSF	471735	through	BNSF 471756	22	186
BNSF	471759			1	187
BNSF	471761			1	188
BNSF	471763	through	BNSF 471768	6	194
BNSF	471770	through	BNSF 471777	8	202
BNSF	471779	through	BNSF 471789	11	213
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BNSF	471797	through	BNSF 471799	3	220
BNSF	471803	through	BNSF 471804	2	222
BNSF	471831			1	223
BNSF	471833	through	BNSF 471834	2	225

# EXHIBIT A - 1

<u>Car Numbers</u>				<u>Number of Cars</u>	<u>Number of Cars</u>
BNSF	471842			1	226
BNSF	471845			1	227
BNSF	471847			1	228
BNSF	471849			1	229
BNSF	471859	through	BNSF 471860	2	231
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BNSF	471885			1	252
BNSF	471888	through	BNSF 471889	2	254
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BNSF	471914	through	BNSF 471916	3	272
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BNSF	471932	through	BNSF 471946	15	298
BNSF	471951	through	BNSF 471955	5	303
BNSF	471958			1	304
BNSF	471964			1	305
BNSF	471967			1	306
BNSF	471978			1	307
BNSF	471983			1	308
BNSF	471990			1	309
BNSF	471993			1	310
BNSF	471996			1	311
BNSF	472006			1	312
BNSF	472039			1	313
BNSF	472041			1	314
BNSF	472049			1	315
BNSF	472051			1	316
BNSF	472056			1	317
BNSF	472062			1	318
BNSF	472066	through	BNSF 472098	33	351
BNSF	472100	through	BNSF 472139	40	391
BNSF	472141	through	BNSF 472170	30	421
BNSF	472172	through	BNSF 472195	24	445
BNSF	472199	through	BNSF 472229	31	476
BNSF	472231	through	BNSF 472248	18	494
BNSF	472250	through	BNSF 472255	6	500