

BNSF



CRAIG N. SMETKO
Senior General Attorney

Burlington Northern Santa Fe

1700 East Golf Road
Schaumburg, Illinois 60173-5860
(847) 995-6000

Direct Dial: 847-995-6819
Facsimile: 847-995-6846

July 3, 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-A FILED

JUL 6 '98

9-22 AM

JUL 6 9 22 AM '98
RECEIVED
SURFACE TRANSPORTATION
BOARD

Re: Lease Supplement No. 2 dated June 30, 1998 to Equipment Lease Agreement dated April 28, 1998 between The Burlington Northern and Santa Fe Railway Company and General Electric Railcar Services Corporation

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, four 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 Supplement No. 2 dated June 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 secondary document. The primary document to which this document is connected is recorded under Recordation No. 21423.

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
Page 2

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 2 is as set forth in Exhibit A-1 hereto.

A fee of twenty-six dollars (\$26.00) 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 SUPPLEMENT NO. 2

Memorandum of Lease Supplement No. 2 dated June 30, 1998, to 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 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.

i:\...cns\corr98\0703cns.sam

JUN 6 '98 9-22 AM

MEMORANDUM OF LEASE SUPPLEMENT NO. 2

Memorandum of Lease Supplement No. 2, made and entered into on June 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").

WITNESSETH:

- 1. The undersigned have entered into that certain Lease Agreement (the "Lease Agreement") dated April 28, 1998, and Lease Supplement No. 1 thereto ("Lease Supplement No. 1") also dated April 28, 1998, subject to the term defined in said Lease Agreement.
- 2. A memorandum of said Lease Agreement and Lease Supplement No. 1 has been recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code and was assigned recordation number 21423.
- 3. The undersigned have entered into that certain Lease Supplement No. 2, dated June 30, 1998, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain steel covered hopper railcars bearing the road numbers as listed on Exhibit A-1 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.

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION

By: 
 Name: Cheryl A. Felton
 Title: Executive Vice President, Risk Management
 Executed on this 30th day of June, 1998.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By: 
 Name: L. Steven Vollmer
 Title: General Director - Finance
 Executed on this 30th day of June, 1998.

STATE OF Illinois)
) SS:
COUNTY OF COOK)

On this 30th day of June, 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 he/she is a Executive Vice President of GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, that said instrument was signed and sealed on June 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)
) SS:
COUNTY OF COOK)

On this 29th day of JUNE, 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 JUNE 29, 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. Schaezle
Notary Public
Residing In: Lake In The Hills

(SEAL)

				Number of	Cumulative
<u>Car Numbers</u>				<u>Cars</u>	<u>Number of</u>
					<u>Cars</u>
BNSF	471503			1	1
BNSF	471552			1	2
BNSF	471595	through	BNSF 471596	2	4
BNSF	471633			1	5
BNSF	471648			1	6
BNSF	471687			1	7
BNSF	471818			1	8
BNSF	471840			1	9
BNSF	471850	through	BNSF 471854	5	14
BNSF	471856	through	BNSF 471857	2	16
BNSF	471861			1	17
BNSF	471877			1	18
BNSF	471881			1	19
BNSF	471884			1	20
BNSF	471886	through	BNSF 471887	2	22
BNSF	471890	through	BNSF 471891	2	24
BNSF	471902			1	25
BNSF	471906			1	26
BNSF	471911			1	27
BNSF	471913			1	28
BNSF	471917	through	BNSF 471918	2	30
BNSF	471927			1	31
BNSF	471931			1	32
BNSF	471947	through	BNSF 471950	4	36
BNSF	471956	through	BNSF 471957	2	38
BNSF	471960			1	39
BNSF	471968	through	BNSF 471970	3	42
BNSF	471972	through	BNSF 471976	5	47
BNSF	471979	through	BNSF 471980	2	49
BNSF	471985	through	BNSF 471986	2	51
BNSF	471988	through	BNSF 471989	2	53
BNSF	471995			1	54
BNSF	471998	through	BNSF 472003	6	60
BNSF	472005			1	61
BNSF	472007	through	BNSF 472010	4	65
BNSF	472012	through	BNSF 472015	4	69
BNSF	472017	through	BNSF 472020	4	73
BNSF	472022	through	BNSF 472027	6	79
BNSF	472030	through	BNSF 472038	9	88
BNSF	472040			1	89
BNSF	472042	through	BNSF 472045	4	93
BNSF	472047	through	BNSF 472048	2	95
BNSF	472050			1	96

<u>Car Numbers</u>				<u>Number of</u>	<u>Number of</u>
				<u>Cars</u>	<u>Cars</u>
BNSF	472052	through	BNSF 472055	4	100
BNSF	472057			1	101
BNSF	472059	through	BNSF 472061	3	104
BNSF	472063			1	105
BNSF	472099			1	106
BNSF	472140			1	107
BNSF	472196	through	BNSF 472198	3	110
BNSF	472230			1	111
BNSF	472249			1	112
BNSF	472256	through	BNSF 472268	13	125
BNSF	472270	through	BNSF 472277	8	133
BNSF	472286			1	134
BNSF	472288			1	135
BNSF	472293	through	BNSF 472304	12	147
BNSF	472307	through	BNSF 472308	2	149
BNSF	472310	through	BNSF 472313	4	153
BNSF	472316			1	154
BNSF	472323			1	155
BNSF	472325			1	156
BNSF	472334			1	157
BNSF	472352			1	158
BNSF	472355	through	BNSF 472356	2	160
BNSF	472358	through	BNSF 472361	4	164
BNSF	472371			1	165
BNSF	472373			1	166
BNSF	472377	through	BNSF 472379	3	169
BNSF	472382			1	170
BNSF	472386	through	BNSF 472387	2	172
BNSF	472390	through	BNSF 472502	113	285
BNSF	472504	through	BNSF 472551	48	333
BNSF	472553	through	BNSF 472565	13	346
BNSF	472567	through	BNSF 472593	27	373
BNSF	472595	through	BNSF 472603	9	382
BNSF	472627			1	383
BNSF	472638			1	384
BNSF	472654			1	385
BNSF	472658	through	BNSF 472772	115	500