



GE Transportation  
Systems

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Counsel

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RECORDATION NO. 21467 FILED

JUN 16 '98

11-46 AM

June 12, 1998

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

**Subject: Recordation of Memorandum of Locomotive Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, is an original and one copy/counterpart of an Memorandum of Locomotive Lease Agreement, dated as of April 26, 1998, between General Electric Company ("GE"), General Electric Capital Corporation ("Lessor") and The Burlington Northern and Santa Fe Railway Company, ("Lessee"), a primary document.

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

- GE: General Electric Company  
2901 East Lake Road  
Erie, Pennsylvania 16531
- LESSOR: General Electric Capital Corporation  
1600 Summer Street, 6<sup>th</sup> Floor  
Stamford, CT 06927
- LESSEE: The Burlington Northern and  
Santa Fe Railway Company  
2650 Lou Menk Drive  
Fort Worth, Texas 76131

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$26.00 for the required recording fee.

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
JUN 16 11 49 AM '98

The undersigned is Counsel and Attesting Secretary of General Electric Company. Please return the original and any extra copies not needed by the Board for recordation to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

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

PRIMARY DOCUMENT

Memorandum of Locomotive Lease Agreement, dated as of April 26, 1998 between General Electric Company, General Electric Capital Corporation ("Lessor") and The Burlington Northern and Santa Fe Railway Company ("Lessee"), relating to two (2) GE Model Dash 9-44 CW Diesel Electric Locomotives, bearing Road Nos. 4745 and 4746.

Respectfully submitted,

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

Enclosures

**SCHEDULE I**

**Description of Locomotive(s)**

**Type of Equipment**

**Road Numbers**

Two (2)  
Model Dash 9-44 CW  
locomotives

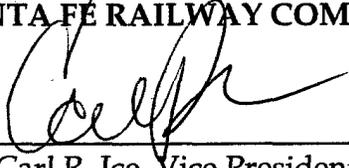
4745 and 4746

MEMORANDUM OF LOCOMOTIVE LEASE JUN 16 '98 11-46AM

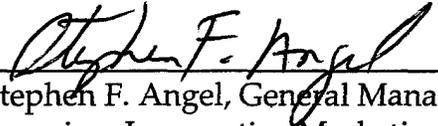
On the 26<sup>th</sup> day of April, 1998, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531, General Electric Capital Corporation, a corporation of the State of New York, with offices at 1600 Summer Street, 6<sup>th</sup> Floor, Stamford, CT 06927 ("Lessor"), and The Burlington Northern and Santa Fe Railway Company, a corporation of the State of Delaware, with offices at 2650 Lou Menk Drive, Fort Worth, Texas 76131 ("Lessee"), entered into a Locomotive Lease, by which the following diesel electric locomotives were leased from Lessor to Lessee.

<u>Road Numbers</u>	<u>Model</u>
4745	Dash 9-44 CW
4746	Dash 9-44 CW

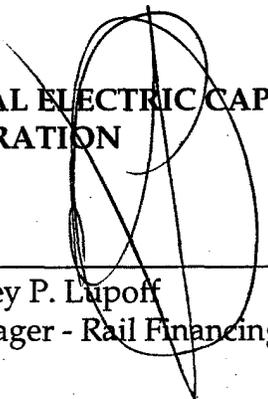
**THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**

By:   
Carl R. Ice, Vice President and Chief Mechanical Officer

**GENERAL ELECTRIC COMPANY**

By:   
Stephen F. Angel, General Manager Americas Locomotive Marketing and Sales Operation

**GENERAL ELECTRIC CAPITAL CORPORATION**

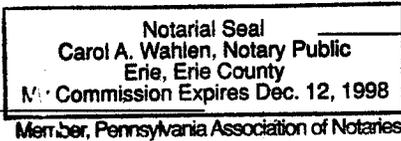
By:   
Jeffrey P. Lupoff  
Manager - Rail Financing

Commonwealth of Pennsylvania }  
 }  
County of Erie }

On this, the 26<sup>th</sup> day of April, 1998, before me, the undersigned officer, personally appeared Stephen F. Angel, who acknowledged himself to be General Manager of General Electric Company, a corporation, and that he as General Manager, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as General Manager.

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

*Carol A. Wahlen*



Notary Public

My commission expires:

State of Illinois }  
 }  
COUNTY }  
City of Cook }

On this, the 26<sup>th</sup> day of April, 1998, before me, the undersigned officer, personally appeared Carl R. Ice, who acknowledged himself to be the Vice President and Chief Mechanical Officer of The Burlington Northern and Santa Fe Railway Company, ("Lessee"), a corporation of the State of Delaware, 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.

*Nadine M Grandi*



Notary Public

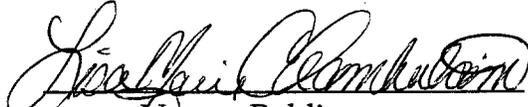
My commission expires:

State of Connecticut            }  
  }  
City of Stamford                }

On this, the 26<sup>th</sup> day of April, 1998, before me, the undersigned officer, personally appeared Jeffrey P. Lupoff, who acknowledged himself to be the Manager – Rail Financing of General Electric Capital Corporation, ("Lessor"), a corporation of the State of New York, and that he as Manager – Rail Financing, 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 – Rail Financing.

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

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

  
Notary Public

My commission expires: \_\_\_\_\_