

# CHAPMAN AND CUTLER

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August 27, 1998

RECORDATION NO. 2160-D FILED

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

AUG 27 '98

11-25 AM

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-F

AUG 27 11 22 AM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

*Counter parts -*

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 Lease Assignment (BNSF 1998-F), dated August 28, 1998, between First Security Bank, National Association, as security trustee (the "Security Trustee" or the "Assignee"), and NBB Oklahoma City Lease Co., Ltd., as lessor (the "Lessor" or the "Assignor").

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

Security Trustee and Assignee:	First Security Bank, National Association, as Security Trustee 79 South Main Street Salt Lake City, Utah 84111
Lessor and Assignor:	NBB Oklahoma City Lease Co., Ltd. c/o Nomura Babcock & Brown Co., Ltd. Dai-Ichi Edobashi Building 1-11-1 Nihonbashi, Chuo-ku Tokyo 103, Japan

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

CHAPMAN AND CUTLER

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 LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNSF 1998-F) between First Security Bank, National Association, as Security Trustee, 79 South Main Street, Salt Lake City, Utah 84111, and NBB Oklahoma City 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, dated August 28, 1998, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto. This document relates to the Memorandum of Lease Agreement, dated August 28, 1998, the Memorandum of Mortgage and Security Agreement, dated August 28, 1998, the Memorandum of Mortgage Supplement No. 1, dated August 28, 1998 and the Memorandum of Lease Supplement No. 1, dated August 28, 1998, which were recorded with the Surface Transportation Board on August 27, 1998 at 11:25 a.m. under recordation numbers 21601, 21601-A, 21601-C and 21601-B respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (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	20	BNSF 9885 through BNSF 9892, inclusive, BNSF 9955, BNSF 9957, BNSF 9960, BNSF 9964 through BNSF 9966, inclusive, BNSF 9968, BNSF 9969, BNSF 9971 through BNSF 9974, inclusive

MEMORANDUM OF LEASE ASSIGNMENT ~~NO~~ 27 '98  
(BNSF 1998-F)

11-25 AM

Memorandum of Lease Assignment, made and entered into on August 28, 1998, by and between NBB Oklahoma City Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and First Security Bank, National Association, a national banking association, as security trustee ("*Security Trustee*").

## WITNESSETH:

1. The Lessor and The Burlington Northern and Santa Fe Railway Company ("*Lessee*") have entered into that certain Lease Agreement (BNSF 1998-F) (the "*Lease Agreement*"), dated August 1, 1998, and Lease Supplement No. 1 (BNSF 1998-F) (the "*Lease Supplement*") thereto, dated August 28, 1998, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on August 27, 1998 at 11:25 a.m. under recordation numbers 21601 and 21601-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage and Security Agreement (BNSF 1998-F) (the "*Mortgage*"), dated August 1, 1998, and Mortgage Supplement No. 1 (BNSF 1998-F) (the "*Mortgage Supplement*") thereto, dated August 28, 1998, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to the Security Trustee.

4. Memoranda of said Mortgage and of said Mortgage Supplement were recorded with the Surface Transportation Board on August 27, 1998 at 11:25 a.m. under recordation numbers 21601-A and 21601-C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

NBB OKLAHOMA CITY LEASE CO., LTD.

By 

Name: Christopher D. Thompson

Title: Attorney-in-Fact

Executed on this 25<sup>th</sup> day of August, 1998.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By \_\_\_\_\_

Name:

Title:

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

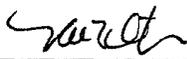
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

NBB OKLAHOMA CITY LEASE CO., LTD.

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

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

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By   
Name: Val T. Orton  
Title: Vice President

Executed on this 21<sup>st</sup> day of August, 1998.

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

CANDI CORCORAN  
Notary Public, State of New York  
No. 01CO5089121  
Qualified in Queens County  
Commission Expires Dec. 12, 1999

On this, the 21<sup>st</sup> day of August, 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 OKLAHOMA CITY LEASE CO., LTD., that said instrument was signed on August 21, 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 \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of August, 1998, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on August \_\_, 1998 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

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

On this, the \_\_\_ day of August, 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 OKLAHOMA CITY LEASE CO., LTD., that said instrument was signed on August \_\_, 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.

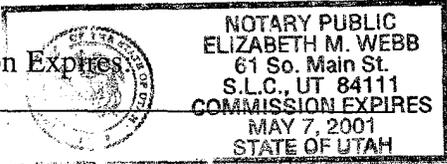
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 21<sup>st</sup> day of August, 1998, before me, a Notary Public in and for said County and State, personally appeared Val T. Orton, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on August 21, 1998 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

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

Elizabeth M. Webb  
Name:  
Notary Public  
My Commission Expires  
Residing in \_\_\_\_\_



**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	20	BNSF 9885 through BNSF 9892, inclusive, BNSF 9955, BNSF 9957, BNSF 9960, BNSF 9964 through BNSF 9966, inclusive, BNSF 9968, BNSF 9969, BNSF 9971 through BNSF 9974, inclusive