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RECORDATION NO. 21601 FILED
AUG 27 '98 11-25 AM

August 27, 1998

RECORDATION NO. 21601-A, B, C, E FILED
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

RECEIVED SURFACE TRANSPORTATION BOARD AUG 27 11 22 AM

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

Dear Mr. Williams:

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

The primary documents are as follows:

(1) Memorandum of Lease Agreement (BNSF 1998-F), dated August 28, 1998, between NBB Oklahoma City Lease Co., Ltd., as lessor (the *"Lessor"*), and The Burlington Northern and Santa Fe Railway Company, as lessee (the *"Lessee"*); and

(2) Memorandum of Mortgage and Security Agreement (BNSF 1998-F), dated August 28, 1998, between the Lessor, as borrower (the *"Borrower"*) and First Security Bank, National Association, as security trustee (the *"Security Trustee"*).

The secondary documents are as follows:

(1) Memorandum of Lease Supplement No. 1 (BNSF 1998-F), dated August 28, 1998, between the Lessee and the Lessor;

(2) Memorandum of Mortgage Supplement No. 1 (BNSF 1998-F), dated August 28, 1998, between the Lessor, as Borrower, and the Security Trustee; and

(3) Memorandum of Dollar Account Pledge Agreement (BNSF 1998-F) dated August 28, 1998 between Export Development Corporation (*"EDC"*), as agent (the *"Agent"*), and the Lessor, as Borrower.

The primary documents to which Memorandum of Lease Supplement No. 1 (BNSF 1998-F) and Memorandum of Mortgage Supplement No. 1 (BNSF 1998-F) are connected are the Memorandum of Lease Agreement (BNSF 1998-F) and the Memorandum of Mortgage and Security Agreement (BNSF 1998-F), respectively, referred to above, which are being submitted for recording concurrently therewith.

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

MEMORANDUM OF LEASE AGREEMENT

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

Lessor: 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

MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT

Borrower: 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

Security Trustee: First Security Bank, National Association,
as Security Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

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

Lessor: 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

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1

Borrower: 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

Security Trustee: First Security Bank, National Association,
as Security Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT

Borrower: 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

Agent: Export Development Corporation
151 O'Connor
Ottawa, Canada K1A 1K3

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement, Memorandum of Mortgage and Security Agreement, Memorandum of Lease Supplement No. 1 and the Memorandum of Mortgage Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of one hundred thirty dollars ($130.00) 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:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE AGREEMENT:

Memorandum of Lease Agreement (BNSF 1998-F) between 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, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131-2830, dated August 28, 1998, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(2) MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT:

Memorandum of Mortgage and Security Agreement (BNSF 1998-F) between NBB Oklahoma City Lease Co., Ltd., as Borrower, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated August 28, 1998, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BNSF 1998-F) between 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, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131-2830, dated August 28, 1998, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee, dated August 28, 1998, which is filed concurrently herewith.

(4) MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1:

Memorandum of Mortgage Supplement No. 1 (BNSF 1998-F) between NBB Oklahoma City Lease Co., Ltd., as Borrower, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated August 28, 1998, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing road numbers listed in the exhibit attached thereto. The Memorandum of Mortgage Supplement No. 1 is related to the Memorandum of

Mortgage and Security Agreement between the Borrower and the Security Trustee, dated August 28, 1998, which is filed concurrently herewith.

(5) MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT:

Memorandum of Dollar Account Pledge Agreement (BNSF 1998-F) between Export Development Corporation, as Agent, 151 O'Connor, Ottawa, Canada K1A 1K3 and NBB Oklahoma City Lease Co., Ltd., as Borrower, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-Ku, Tokyo 103, Japan, dated August 28, 1998, relating to the grant by Borrower to Agent of a security interest in Borrower's right, title and interest in and to the Dollar Account.

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
Enclosures

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

RECORDATION NO 21604-E FILED

AUG 27 '98 11-25 AM

MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT (BNSF 1998-F)

Memorandum of Dollar Account Pledge Agreement, made and entered into as of August 28, 1998 by and between NBB Oklahoma City Lease Co., Ltd., a Japanese corporation (*"Borrower"*), and Export Development Corporation (*"Agent"*).

WITNESSETH:

The undersigned have entered into that certain Dollar Account Pledge Agreement (BNSF 1998-F) (the *"Pledge Agreement"*), dated August 1, 1998, by which Borrower pledged, assigned, and granted to Agent a security interest in, all of the Borrower's right, title and interest in and to the Dollar Account described in said Pledge 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.

NBB OKLAHOMA CITY LEASE CO., LTD.

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

Executed on this 21st day of August, 1998.

EXPORT DEVELOPMENT CORPORATION

By_____
Name: Sean Mitchell
Title: Financial Services Manager

Executed on this ____ day of August, 1998.

By_____
Name:
Title:

Executed on this ____ day of August, 1998.

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MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT
(BNSF 1998-F)

Memorandum of Dollar Account Pledge Agreement, made and entered into as of August 28, 1998 by and between NBB Oklahoma City Lease Co., Ltd., a Japanese corporation (*"Borrower"*), and Export Development Corporation (*"Agent"*).

WITNESSETH:

The undersigned have entered into that certain Dollar Account Pledge Agreement (BNSF 1998-F) (the *"Pledge Agreement"*), dated August 1, 1998, by which Borrower pledged, assigned, and granted to Agent a security interest in, all of the Borrower's right, title and interest in and to the Dollar Account described in said Pledge 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.

NBB OKLAHOMA CITY LEASE CO., LTD.

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

Executed on this ____ day of August, 1998.

EXPORT DEVELOPMENT CORPORATION

By_____
Name: Sean Mitchell
Title: Financial Services Manager

Executed on this 24 day of August, 1998.

By_____
Name: Nicolas Delisle
Title: Financial Services Manager

Executed on this 24 day of August, 1998.

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

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the 21st 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 Sean Mitchell, who being by me duly sworn, says that he is the Financial Services Manager of EXPORT DEVELOPMENT CORPORATION, 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_____

CANADA)

PROVINCE OF ONTARIO)

REGIONAL MUNICIPALITY)

OF OTTAWA-CARLETON)

On this, the 24th day of August, 1998, before me, a notary public, personally appeared Sean Mitchell and Nicolas Delisle, to me personally known, who being duly sworn, say that they are Financial Services Managers of Export Development Corporation, that said instrument was executed on August 24th, 1998 on behalf of said corporation by authority of its Board of Directors, and they acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

IN TESTIMONY HEREOF I have hereunto subscribed my name and affixed my official seal notarial at the above mentioned place this 24th day of August, 1998.

Louis Roy,
Notary Public, Regional Municipality of Ottawa-Carleton, limited to the attestation of instruments and the taking of affidavits, for Export Development Corporation. Expires May 8, 2001.

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