

# CHAPMAN AND CUTLER

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August 27, 1998

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RECORDATION NO 21601-F FILED

AUG 27 '98

11-20 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

*Counterpart*

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 Lessor Security 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").

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

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

The underlying Lessor Security Agreement provides, *inter alia*, for the granting of a junior security interest in certain Locomotives (the "Equipment") in favor of the Lessee.

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lessor Security Agreement 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 LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security 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, Forth Worth, Texas 76131-2830, dated August 28, 1998, covering certain diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

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  
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

AUG 27 '98 11-30AM

MEMORANDUM OF LESSOR SECURITY AGREEMENT  
(BNSF 1998-F)

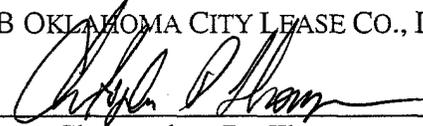
Memorandum of Lessor Security Agreement, made and entered into on August 28, 1998 by and between NBB Oklahoma City Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lessor Security Agreement (BNSF 1998-F), dated August 1, 1998, whereby the Lessor has granted to the Lessee a security interest in certain locomotives bearing road numbers as listed on Exhibit A 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.

NBB OKLAHOMA CITY LEASE CO., LTD.

By 

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

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

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By \_\_\_\_\_

Name: L. Steven Vollmer  
Title: General Director - Finance

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

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(BNSF 1998-F)

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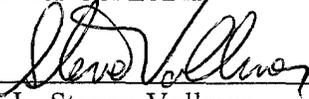
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NBB OKLAHOMA CITY LEASE CO., LTD.

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

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

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By  \_\_\_\_\_  
Name: L. Steven Vollmer  
Title: General Director - Finance

Executed on this 20<sup>th</sup> day of August, 1998.





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