

RECORDATION NO. 22369 FILED

AUG 30 '99

12-40 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

August 27, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Locomotive Lease Agreement and Schedule No. 1, dated as of July 27, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Newcourt Capital USA Inc.
Three First National Plaza
70 W. Madison Suite 5360
Chicago, Illinois 60602-4208

Lessee: The Burlington Northern and Santa Fe
Railway Company
2500 Lou Menk Drive
Ft. Worth, Texas 76131

A description of the railroad equipment covered by the enclosed document is:

forty (40) locomotives bearing BNSF reporting marks
and road numbers 7300 through 7339, inclusive

Mr. Vernon A. Williams
August 27, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

AUG 30 '99

12-40 PM

MEMORANDUM OF
MASTER LOCOMOTIVE LEASE AGREEMENT AND
SCHEDULE NO. 1 TO
MASTER LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF MASTER LOCOMOTIVE LEASE AGREEMENT AND SCHEDULE NO. 1 TO MASTER LOCOMOTIVE LEASE AGREEMENT ("Memorandum") is dated as of July 27, 1999 and is intended to evidence that certain Master Locomotive Lease Agreement dated as of July 27, 1999 ("**Master Lease**") and Schedule No. 1 to the Master Lease dated as of July 27, 1999 ("**Schedule No. 1**"), both by and between **NEWCOURT CAPITAL USA INC.**, a Delaware corporation ("**Lessor**"), and **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**, a Delaware corporation ("**Lessee**"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation ("**STB**") under Section 49 of U.S.C. 11301.

The Units described on Exhibit A attached hereto are leased under the Master Lease and Schedule No. 1 for a term of ten (10) years, commencing on or before December 31, 1999, and ending on or before December 31, 2009.

The Master Lease, any Schedule thereunder and the rail equipment leased hereby and thereby cannot be assigned, subleased (other than for a term of one (1) year or less) or in any way encumbered without the prior written consent of Lessor. If there is an Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.

* * *

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representatives as of the day and year first above written.

LESSOR

NEWCOURT CAPITAL USA INC.

By: 
Print Name: DARYL MACLELLAN
Chief Operating Officer
Its: _____

By: 
Print Name: _____
Its: _____

LESSEE

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

By: _____
Print Name: _____
Its: _____

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representatives as of the day and year first above written.

LESSOR

LESSEE

NEWCOURT CAPITAL USA INC.

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

By: _____

By: *Matthew K. Rose*

Print Name: _____

Print Name: Matthew K. Rose

Its: _____

Its: President and Chief Operating
Officer

By: _____

Print Name: _____

Its: _____

PROVINCE
STATE OF ONTARIO)
)
COUNTY OF TORONTO)

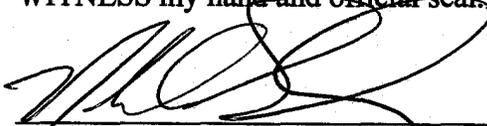
S.S.

On AUGUST 24, 1999, before me, _____, personally
appeared J. DARYL MACLELLAN, CHARLES HANAM-ATU of **NEWCOURT CAPITAL
USA INC.**,

X personally known to me, OR

_____ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the
instrument.

WITNESS my hand and official seal.



SIGNATURE OF THE NOTARY

NICHOLAS LOUIS SANTINI, Notary Public, Municipality
of Metropolitan Toronto, limited to the attestation of
instruments and the taking of affidavits for
Newcourt Credit Group Inc. and its subsidiary companies.
Expires September 9, 2000.

[Notarial Seal]

STATE OF _____)
)
COUNTY OF _____)

S.S.

On _____, 1999, before me, _____, personally
appeared _____ of **THE BURLINGTON
NORTHERN AND SANTA FE RAILWAY COMPANY**,

_____ personally known to me, OR

_____ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the
instrument.

WITNESS my hand and official seal.

SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF _____)
) S.S.
COUNTY OF _____)

On _____, 1999, before me, _____, personally
appeared _____ of NEWCOURT CAPITAL
USA INC.,

_____ personally known to me, OR

_____ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the
instrument.

WITNESS my hand and official seal.

[Notarial Seal]

SIGNATURE OF THE NOTARY

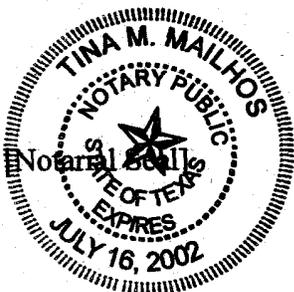
STATE OF Texas)
) S.S.
COUNTY OF Tarrant)

On August 26, 1999, before me, Tina Mailhos, personally
appeared Matthew K. Rose, President & Chief Operating Officer of THE BURLINGTON
NORTHERN AND SANTA FE RAILWAY COMPANY, Officer

personally known to me, OR

_____ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the
instrument.

WITNESS my hand and official seal.



Tina Mailhos
SIGNATURE OF THE NOTARY

EXHIBIT A

Description of Locomotives

Forty (40) SD-40-2 Locomotives having the following Unit Numbers:

TYPE	UNIT #
SD-40-2	BNSF 7300
SD-40-2	BNSF 7301
SD-40-2	BNSF 7302
SD-40-2	BNSF 7303
SD-40-2	BNSF 7304
SD-40-2	BNSF 7305
SD-40-2	BNSF 7306
SD-40-2	BNSF 7307
SD-40-2	BNSF 7308
SD-40-2	BNSF 7309
SD-40-2	BNSF 7310
SD-40-2	BNSF 7311
SD-40-2	BNSF 7312
SD-40-2	BNSF 7313
SD-40-2	BNSF 7314
SD-40-2	BNSF 7315
SD-40-2	BNSF 7316
SD-40-2	BNSF 7317
SD-40-2	BNSF 7318
SD-40-2	BNSF 7319
SD-40-2	BNSF 7320
SD-40-2	BNSF 7321
SD-40-2	BNSF 7322
SD-40-2	BNSF 7323
SD-40-2	BNSF 7324

SD-40-2	BNSF 7325
SD-40-2	BNSF 7326
SD-40-2	BNSF 7327
SD-40-2	BNSF 7328
SD-40-2	BNSF 7329
SD-40-2	BNSF 7330
SD-40-2	BNSF 7331
SD-40-2	BNSF 7332
SD-40-2	BNSF 7333
SD-40-2	BNSF 7334
SD-40-2	BNSF 7335
SD-40-2	BNSF 7336
SD-40-2	BNSF 7337
SD-40-2	BNSF 7338
SD-40-2	BNSF 7339

The Locomotives are cross referenced to their old CN Road Numbers and their serial plate numbers on the attached Annex 1-A.

BNSF PROJECT - YEAR BUILT AND SERIAL PLATE

	OLD	NEW		
	LOCO #	BNSF #	YEAR BUILT	SERIAL PLATE
1	5162	7300	1-71	A2421
2	5213	7301	9-71	A2530
3	5918	7302	1-70	35837
4	5915	7303	1-70	35834
5	5926	7304	1970	36895
6	5036	7305	1968	A2288
7	5027	7306	1968	A2279
8	5031	7307	1968	A2283
9	5141	7308	2-70	A2400
10	5161	7309	1-71	A2420
11	5165	7310	2-71	A2424
12	5178	7311	4-71	A2495
13	5044	7312	1968	A2296
14	5052	7313	1968	A2304
15	5058	7314	1968	A2310
16	5105	7315	8-69	A2364
17	5121	7316	11-69	A2380
18	5003	7317	1967	A2249
19	5004	7318	1967	A2250
20	5007	7319	1967	A2253
21	5132	7320	1-70	A2391
22	5063	7321	1968	A2315
23	5012	7322	1968	A2264
24	5008	7323	1968	A2260
25	5016	7324	1968	A2268
26	5019	7325	1968	A2271
27	5022	7326	1968	A2274
28	5024	7327	1968	A2276

BNSF PROJECT - YEAR BUILT AND SERIAL PLATE

	LOCO #	BNSF #	YEAR BUILT	SERIAL PLATE
29	5032	7328	1968	A2284
30	5041	7329	1968	A2293
31	5053	7330	1968	A2305
32	5054	7331	1968	A2306
33	5056	7332	1968	A2308
34	5061	7333	1968	A2313
35	5066	7334	1968	A2318
36	5069	7335	1968	A2321
37	5075	7336	1968	A2327
38	5227	7337	1971	A2589
39	5235	7338	12-71	A2597
40	5239	7339	12-71	A2601