

Law Offices of

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19100  
RECORDATION NO. \_\_\_\_\_ FILED 1994

DEC 19 1994 - 12 15 PM

December 19, 1994

U.S. DEPARTMENT OF COMMERCE

Mr. Vernon A. Williams, Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, DC 20423

19100 - A, B, C  
RECORDATION NO. \_\_\_\_\_ FILED 1994

DEC 19 1994 - 12 15 PM

U.S. DEPARTMENT OF COMMERCE

Re: Burlington Northern Railroad Company  
Leveraged Lease Financing  
BN 1994-I

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code, two copies of each of the two primary documents described below and the two 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 Equipment Lease Agreement (BN 1994-I), dated as of December 20, 1994, between Wilmington Trust Company, as lessor (the "Lessor"), and Burlington Northern Railroad Company, as lessee (the "Lessee"); and

(2) Memorandum of Trust Indenture and Security Agreement (BN 1994-I), dated as of December 20, 1994, between Wilmington Trust Company, as Owner Trustee (the "Owner Trustee") and First Security Bank of Utah, National Association, as Indenture Trustee (the "Indenture Trustee").

The secondary documents are as follows:

(1) Memorandum of Lease Supplement No. 1 (BN 1994-I), dated as of December 20, 1994, between the Lessee and the Lessor; and

(2) Memorandum of Trust Indenture Supplement No. 1 (BN 1994-I), dated as of December 20, 1994, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 1 (BN 1994-I) and Memorandum of Trust Indenture Supplement No. 1 (BN 1994-I) are connected are the Memorandum of Equipment Lease Agreement (BN 1994-I) and the

Law Offices of  
CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary  
December 19, 1994  
Page 2

Memorandum of Trust Indenture and Security Agreement (BN 1994-I), respectively,  
referred to above, which are being submitted for recording concurrently therewith.

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

MEMORANDUM OF LEASE AGREEMENT

Lessee: Burlington Northern Railroad Company  
777 Main Street  
Fort Worth, Texas 76102

Lessor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Indenture Trustee: First Security Bank of Utah, National Association  
79 South Main Street  
Salt Lake City, Utah 84111

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: Burlington Northern Railroad Company  
777 Main Street  
Fort Worth, Texas 76102

Lessor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Law Offices of  
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Mr. Vernon A. Williams, Secretary  
December 19, 1994  
Page 3

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1

Owner Trustee:       Wilmington Trust Company  
                          Rodney Square North  
                          1100 North Market Street  
                          Wilmington, Delaware 19890-0001

Indenture Trustee:   First Security Bank of Utah, National Association  
                          79 South Main Street  
                          Salt Lake City, Utah 84111

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

A fee of seventy-two dollars (\$72.00) is enclosed. Please time and date stamp the enclosed copy 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 Commission for recordation to:

Michael G. McGee, 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 EQUIPMENT LEASE AGREEMENT:

Memorandum of Equipment Lease Agreement (BN 1994-I) between Wilmington Trust Company, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and Burlington Northern Railroad Company, as Lessee, 777 Main Street, Fort Worth, Texas 76102, dated as of December 20, 1994, covering the new railroad rolling stock bearing the reporting marks listed in the Schedule thereto.

Law Offices of  
CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary  
December 19, 1994  
Page 4

(2) MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT:

Memorandum of Trust Indenture and Security Agreement (BN 1994-I) between Wilmington Trust Company, Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and First Security Bank of Utah, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated as of December 20, 1994, covering the obligations of the Owner Trustee and the Lessee relating to new railroad rolling stock bearing the reporting marks listed in the Schedule thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BN 1994-I) between Wilmington Trust Company, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and Burlington Northern Railroad Company, as Lessee, 777 Main Street, Fort Worth, Texas 76102, dated as of December 20, 1994, covering new railroad rolling stock bearing the reporting marks listed in the Schedule thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee dated as of December 20, 1994, which is filed concurrently herewith.

(4) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1:

Memorandum of Trust Indenture Supplement No. 1 (BN 1994-I) between Wilmington Trust Company, as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and First Security Bank of Utah, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated as of December 20, 1994, covering the obligations of the Owner Trustee and the Lessee relating to new railroad rolling stock bearing reporting marks listed in the Schedule thereto. The Memorandum of Trust Indenture Supplement No. 1 is related to the Memorandum of Trust Indenture and Security Agreement between the Owner Trustee and the Indenture Trustee, dated as of December 20, 1994, which is filed concurrently herewith.

Law Offices of  
CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary  
December 19, 1994  
Page 5

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3767).

Sincerely,

CHAPMAN AND CUTLER

By Michael McGee  
Michael G. McGee

MGM/cs  
Enclosure

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**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	EQUIPMENT COST PER UNIT	REPORTING MARKS
New SD70M-AC Locomotives	14	\$1,900,000	BN 9474 through BN 9487, inclusive

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT (BN 1994-I)**

Memorandum of Equipment Lease Agreement made and entered into as of December 20, 1994 by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation ("*Lessor*") and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Equipment Lease Agreement (BN 1994-I), dated as of December 20, 1994 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain locomotives bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease 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.

WILMINGTON TRUST COMPANY

By W. Chris Spenenberg  
Name:  
Title: W. Chris Spenenberg  
Financial Services Officer

Executed on this 15 day of December,  
1994.

BURLINGTON NORTHERN RAILROAD  
COMPANY

By \_\_\_\_\_  
Name: Robert F. McKenney  
Title: Senior Vice President and Treasurer

Executed on this \_\_\_\_ day of December,  
1994.

19100

RECORDATION NO. \_\_\_\_\_ FILED 1425

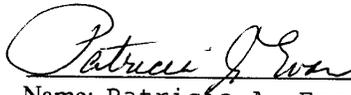
DEC 19 1994 - 12 15 PM

STATE OF DELAWARE

STATE OF Delaware )  
 ) SS.:  
COUNTY OF New Castle )

On this, the 15th day of December, 1994, before me, a Notary Public in and for said County and State, personally appeared W. Chris Sponenberg, who being by me duly sworn, says that (s)he is the Fin. Svs. Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on December 12, 1994 on behalf of said corporation 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 corporation.

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



\_\_\_\_\_  
Name: Patricia A. Evans  
Notary Public  
My Commission Expires: April 20, 1995  
Residing in Wilmington, Delaware

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

On this, the \_\_\_\_\_ day of December, 1994, before me, a Notary Public in and for said County and State, personally appeared Robert F. McKenney, who being by me duly sworn, says that he is the Senior Vice President and Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on December \_\_, 1994 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 \_\_\_\_\_

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT (BN 1994-I)**

Memorandum of Equipment Lease Agreement made and entered into as of December 20, 1994 by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation ("*Lessor*") and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Equipment Lease Agreement (BN 1994-I), dated as of December 20, 1994 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain locomotives bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

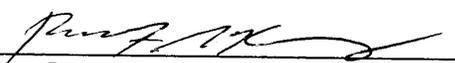
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December,  
1994.

BURLINGTON NORTHERN RAILROAD  
COMPANY

By   
Name: Robert F. McKenney  
Title: Senior Vice President and Treasurer

Executed on this 15 day of December,  
1994.

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

On this, the \_\_\_\_\_ day of December, 1994, 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 WILMINGTON TRUST COMPANY, that said instrument was signed on December \_\_, 1994 on behalf of said corporation 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 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 \_\_\_\_\_

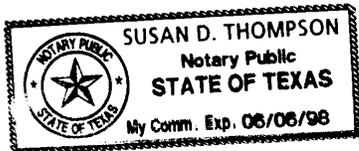
STATE OF TEXAS )  
 ) SS.:  
COUNTY OF TARRANT )

On this, the 15<sup>th</sup> day of December, 1994, before me, a Notary Public in and for said County and State, personally appeared Robert F. McKenney, who being by me duly sworn, says that he is the Senior Vice President and Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on December 15, 1994 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.

*Susan D. Thompson*

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



**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
New SD70M-AC Locomotives	14	BN 9474 through BN 9487, inclusive