

# CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080

TWX 910-221-2103 Telex 206281  
FAX (312) 701-2361  
Telephone (312) 845-3000

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

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

19837

19837

1995

AD

1995

AD

December 27, 1995

0100904005  
\$105.00

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

Re: Burlington Northern Railroad Company  
Leveraged Lease Locomotive Financing  
BNRR 1995-K

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code, three copies of each of the two primary documents described below and the three 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 (BNRR 1995-K), dated December 27, 1995, between NBB Albuquerque Lease Co., Ltd., as lessor (the "Lessor"), and Burlington Northern Railroad Company, as lessee (the "Lessee"); and
- (2) Memorandum of Mortgage and Security Agreement (BNRR 1995-K), dated December 27, 1995, between the Lessor, as borrower (the "Borrower") and First Security Bank of Utah, National Association, as security trustee (the "Security Trustee").

The secondary documents are as follows:

- (1) Memorandum of Lease Supplement No. 1 (BNRR 1995-K), dated December 27, 1995, between the Lessee and the Lessor;
- (2) Memorandum of Mortgage Supplement No. 1 (BNRR 1995-K), dated December 27, 1995, between the Lessor, as Borrower, and the Security Trustee; and
- (3) Memorandum of Dollar Account Pledge Agreement (BNRR 1995-K), dated as of December 27, 1995, between Kreditanstalt für Wiederaufbau ("Kfw"), as agent (the "Agent"), and the Lessor, as Borrower.

*Chapman Cutler*

CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary

December 27, 1995

Page 2

The primary documents to which Memorandum of Lease Supplement No. 1 (BNRR 1995-K) and Memorandum of Mortgage Supplement No. 1 (BNRR 1995-K) are connected are the Memorandum of Lease Agreement (BNRR 1995-K) and the Memorandum of Mortgage and Security Agreement (BNRR 1995-K), 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  
3200 Continental Plaza  
777 Main Street  
Fort Worth, Texas 76102

Lessor: NBB Albuquerque 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 Albuquerque 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 of Utah, National Association,  
as Security Trustee  
Corporate Trust Department  
79 South Main Street  
Salt Lake City, Utah 84111

CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary  
December 27, 1995  
Page 3

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: Burlington Northern Railroad Company  
3200 Continental Plaza  
777 Main Street  
Fort Worth, Texas 76102

Lessor: NBB Albuquerque 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 Albuquerque 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 of Utah, 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 Albuquerque Lease Co., Ltd.  
c/o Nomura Babcock & Brown Co., Ltd.  
Dai-Ichi Edobashi Building  
1-11-1 Nihonbashi  
Chuo-Ku, Tokyo 103, Japan

Agent: Kreditanstalt für Wiederaufbau  
Palmengartenstrasse 5-9  
60325 Frankfurt am Main, Germany

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, Memorandum of Mortgage Supplement No. 1

Law Offices of  
CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary  
December 27, 1995  
Page 4

and the Memorandum of Dollar Account Pledge Agreement is as set forth on Exhibit A hereto.

A fee of one hundred five dollars (\$105.00) 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 Commission for recordation to:

Mark A. Sternberg, 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 (BNRR 1995-K) between NBB Albuquerque 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 Burlington Northern Railroad Company, as Lessee, 3200 Continental Plaza, 777 Main Street, Fort Worth, TX 76102, dated December 27, 1995, covering the diesel electric locomotives bearing the road numbers listed in the Schedule thereto.

(2) MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT:

Memorandum of Mortgage (BNRR 1995-K) between NBB Albuquerque 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 of Utah, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated December 27, 1995, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the Schedule thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BNRR 1995-K) between NBB Albuquerque 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 Burlington Northern Railroad Company, as Lessee, 3200 Continental Plaza, 777 Main Street, Fort Worth, TX 76102, dated December 27, 1995, covering diesel electric

Law Offices of  
CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary  
December 27, 1995  
Page 5

locomotives bearing the road numbers 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 December 27, 1995, which is filed concurrently herewith.

(4) MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1:

Memorandum of Mortgage Supplement No. 1 (BNRR 1995-K) between NBB Albuquerque 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 of Utah, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated December 27, 1995, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing road numbers listed in the Schedule 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 December 27, 1995, which is filed concurrently herewith.

(5) MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT:

Memorandum of Dollar Account Pledge Agreement (BNRR 1995-K) between Kreditanstalt für Wiederaufbau, as Agent, Palmengartenstrasse 5-9, 60325 Frankfurt am Main, Germany and NBB Albuquerque 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 as of December 27, 1995, 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 (312-845-3784).

Sincerely,

CHAPMAN AND CUTLER

By Mark A. Sternberg  
Mark A. Sternberg

MAS/cs  
Enclosure

Law Offices of  
CHAPMAN AND CUTLER

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	24	BN 9662; BN 9667; BN 9688 through BN 9698, inclusive; BN 9700 through BN 9710, inclusive



INTERSTATE COMMERCE COMMISSION  
Washington, D.C. 20423-0001

12/27/95

Office Of The Secretary

Mark A. Sternberg, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/27/95 at 9:00AM, 9:05AM and 9:10AM, and assigned recordation number(s).19837, 19837-A, B, C,D,E and F.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100904005)  
(0100904006)  
(0100904007)

\$ 147.00 The amount indicated at the left has been received in payment of a fee in connection with document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19837

MEMORANDUM OF LEASE AGREEMENT  
(BNRR 1995-K)

1995

Memorandum of Lease Agreement made and entered into on December 27, 1995 by and between NBB Albuquerque Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (BNRR 1995-K), dated December 27, 1995, whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain locomotives bearing road numbers 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.

NBB ALBUQUERQUE LEASE CO., LTD.

By 

Name: Leonard B. Shavel

Title: Attorney-in-Fact

Executed on this 20<sup>th</sup> day of December,  
1995.

[CORPORATE SEAL]

BURLINGTON NORTHERN RAILROAD  
COMPANY

By \_\_\_\_\_

Name: Paul J. Weyandt

Title: Assistant Vice President & Assistant  
Treasurer

Executed on this \_\_\_\_ day of December,  
1995.

**MEMORANDUM OF LEASE AGREEMENT  
(BNRR 1995-K)**

Memorandum of Lease Agreement made and entered into on December 27, 1995 by and between NBB Albuquerque Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Lease Agreement (BNRR 1995-K), dated December 27, 1995, whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain locomotives bearing road numbers 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.

NBB ALBUQUERQUE LEASE CO., LTD.

By \_\_\_\_\_  
Name: Leonard B. Shavel  
Title: Attorney-in-Fact

Executed on this \_\_\_\_ day of December,  
1995.

[CORPORATE SEAL]

BURLINGTON NORTHERN RAILROAD  
COMPANY

By Paul J. Weyandt  
Name: Paul J. Weyandt  
Title: Assistant Vice President & Assistant  
Treasurer

Executed on this 20<sup>th</sup> day of December,  
1995.

STATE OF New York )  
 )  
COUNTY OF New York ) SS.:

On this, the 20<sup>th</sup> day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared Leonard B. Shavel, who being by me duly sworn, says that he is the Attorney-in-Fact of NBB ALBUQUERQUE LEASE CO., LTD., that said instrument was signed on December 20, 1995 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.

DONNA M. McLERNON  
Notary Public, State of New York  
No. 41-4956637  
Qualified in Queens County  
Commission Expires 9/25/97

Donna M. McLernon  
Name: DONNA M. McLernon  
Notary Public  
My Commission Expires: 9/25/97  
Residing in Queens

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

On this, the \_\_\_\_\_ day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President & Assistant Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on December \_\_, 1995 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 December, 1995, before me, a Notary Public in and for said County and State, personally appeared Leonard B. Shavel, who being by me duly sworn, says that he is the Attorney-in-Fact of NBB ALBUQUERQUE LEASE CO., LTD., that said instrument was signed on December \_\_, 1995 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.

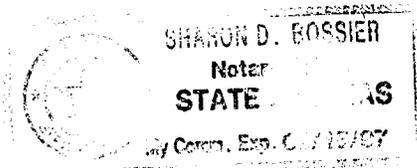
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

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

STATE OF Texas )  
 ) SS.:  
COUNTY OF Tarrant )

On this, the 20 day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President & Assistant Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on December 20, 1995 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.



Sharon D. Bossier  
Name:  
Notary Public  
My Commission Expires:  
Residing in Benbrook, TX

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	24	BN 9662; BN 9667; BN 9688 through BN 9698, inclusive; BN 9700 through BN 9710, inclusive