

0100850009

CONNELL FINANCE COMPANY, INC.

A SUBSIDIARY OF THE CONNELL COMPANY

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45 CARDINAL DRIVE

WESTFIELD, N. J. 07090-1099 U.S.A.

November 7, 1995

Vernon A. Williams
Secretary of the Interstate Commerce Commission
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, D.C. 20423

RECORDATION NO. 10255-F FILED 1425
NOV 13 1995 - 10 20 AM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Vernon:

I have enclosed one original and one counterpart of the secondary document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

The enclosed document is a Memorandum of Amendment and Extension to Lease of Railroad Equipment, a secondary document, dated as of June 15, 1995 (the "Amendment"), between State Street Bank and Trust Company (as ultimate successor to The Connecticut Bank and Trust Company), as Trustee, as Lessor ("Lessor") and Burlington Northern Railroad Company (as successor to Burlington Northern Inc.), as Lessee ("Lessee"). The primary document to which the Amendment is connected is the Lease of Railroad Equipment No. 1 dated as of February 1, 1979, between The Connecticut Bank and Trust Company, as Trustee, and Burlington Northern Inc. (the "Lease") recorded with the Interstate Commerce Commission on April 4, 1979 at 1:40 p.m. and assigned Recordation No. 10255-B.

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

Lessor: State Street Bank and Trust Company, not in its individual capacity but solely as Trustee
Corporate Trust Department
2 International Place - 4th Floor
Boston, MA 02110

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

RECEIVED
OFFICE OF THE
SECRETARY
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A description of the equipment covered by the documents follows:

Thirty seven (37) 3,000 h.p. General Motors Corporation (Electro-Motive Division) Model SD40-2 diesel electric locomotives bearing identification numbers BN

7161 through BN 7166, BN 7889 through BN 7898, BN 7900 through BN 7906, BN 7908 through BN 7916, BN 7918 through BN 7921, and BN 7923, inclusive; and twenty-four (24) General Electric Company Model C30-7 diesel electric locomotives bearing identification numbers BN 5001 through BN 5004, BN 5006 through BN 5007, and BN 5582 through BN 5599, inclusive.

A check in the amount of **\$21.00** is enclosed to cover the fee for filing the Amendment. Please return the counterpart of the Amendment and the extra copy of this letter, time and date stamped as to filing and return any extra copies of the Amendment or this letter not needed by the Commission for recordation to Mark R. Decker, Esq., Connell Finance Company, Inc., 45 Cardinal Drive, Westfield, NJ 07090-1099.

A short summary of the document follows:

1. An Amendment and Extension to Lease of Railroad Equipment dated as of June 15, 1995 between State Street Bank and Trust Company, as successor to The Connecticut Bank and Trust Company (not individually but solely as Trustee under a Trust Agreement dated as of February 1, 1979, as amended and restated by Amendment No. 1 to Trust Agreement dated as of April 20, 1979), Corporate Trust Department, 2 International Place - 4th Floor, Boston, MA 02110, as Lessor, and Burlington Northern Railroad Company (as successor to Burlington Northern Inc.), 3200 Continental Plaza, 777 Main Street, Fort Worth, TX 76102, as Lessee, amending and extending the Lease of Railroad Equipment No. 1 dated as of February 1, 1979 between The Connecticut Bank and Trust Company and Burlington Northern Inc. covering 37 General Motors Corporation (Electro-Motive Division) Model SD40-2 diesel electric locomotives and 24 General Electric Company Model C30-7 diesel electric locomotives.

If you have any questions please do not hesitate to call the undersigned.

Sincerely,

CONNELL FINANCE COMPANY, INC.


Mark R. Decker
Vice President & General Counsel



Interstate Commerce Commission
Washington, D.C. 20423-0001

11/13/95

Office Of The Secretary

Mark R. Decker
Vice President & General Counsel
Connell Finance Company, Inc.
45 Cardinal Drive
Westfield, NJ 07090

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 11/13/95 at 10:20AM, and assigned recordation number(s). 10255-F.

Sincerely yours,
Vernon A. Williams

Vernon A. Williams
Secretary

Enclosure(s)

(0100850009)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a 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 *Jarvis M. Fort*

RECORDATION NO. 10255-B
FILED 1025
NOV 13 1995 - 10 20 AM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF AMENDMENT AND EXTENSION TO LEASE

This MEMORANDUM OF AMENDMENT AND EXTENSION TO LEASE, dated as of June 15, 1995, is between BURLINGTON NORTHERN RAILROAD COMPANY (as successor to Burlington Northern Inc.), a Delaware corporation (the "Lessee"), and STATE STREET BANK AND TRUST COMPANY, a Massachusetts Trust Company (as ultimate successor to The Connecticut Bank and Trust Company), not in its individual capacity but solely as Trustee (the "Owner Trustee" or the "Lessor") under a Trust Agreement dated as of February 1, 1979, as amended and restated by Amendment No. 1 to Trust Agreement dated as of April 20, 1979 (the "Trust Agreement") with General Electric Credit Corporation and The Connell Company (Connell Leasing Company Division) (formerly known as Connell Rice & Sugar Co., Inc. (Connell Leasing Company Division)).

1. Lessor leased to Lessee sixty-five (65) diesel electric locomotives pursuant to the Lease of Railroad Equipment No. 1 dated as of February 1, 1979 (the "Original Lease") between Lessor and Lessee, of which sixty-one (61) of such locomotives (consisting of thirty-seven (37) General Motors Corporation (Electro-Motive Division) Model SD40-2 diesel electric locomotives and twenty-four (24) General Electric Company Model C30-7 diesel electric locomotives) are currently being leased by Lessor to Lessee (such sixty-one (61) locomotives currently being leased, as more fully described on Schedule A attached hereto, are referred to herein as the "Units").

2. The Original Lease was filed and recorded with the Interstate Commerce Commission on April 4, 1979 at 1:40 p.m. and assigned Recordation No. 10255-B.

3. Lessor and Lessee have amended the Original Lease pursuant to the Amendment and Extension to Lease of Railroad Equipment dated as of June 15, 1995 between Lessor and Lessee (the "Amendment"; the Original Lease as amended by the Amendment is referred to herein as the "Lease").

4. Lessor hereby extends the term of the lease of the Units for a period of seven (7) years commencing on July 2, 1995 and terminating on July 1, 2002, unless earlier terminated pursuant to the provisions of the Lease.

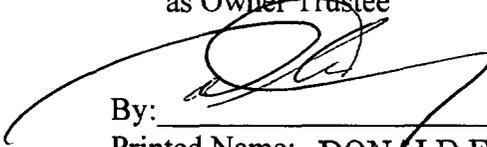
5. Lessee shall pay rent for the Units as set forth in the Lease.

6. Lessee shall have the option to renew the Lease for up to three successive two-year periods as to all, but not less than all, of the Units on the terms set forth in the Lease.

7. This Memorandum of Extension and Amendment to Lease is a summary of, and in all respects is subject to, the terms of the Lease.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Extension and Amendment to Lease to be duly executed.

LESSOR:
STATE STREET BANK AND TRUST COMPANY,
as Owner Trustee

By: 
Printed Name: DONALD E. SMITH
Title: VICE PRESIDENT
Dated:

LESSEE:
BURLINGTON NORTHERN RAILROAD COMPANY

By: 
Printed Name: H.D. ROBINSON
Title: V.P.
Dated: 8/17/95

STATE OF MASSACHUSETTS)
COUNTY OF) SS:

On this 26th day of ^{October} August, 1995, before me personally appeared DONALD E. SMITH, to me personally known, who being duly by me sworn, says that he/she is VICE PRESIDENT of State Street Bank and Trust Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NOTARIAL SEAL


Notary Public

My Commission expires:

LAURA SHEPHERD
Notary Public
My Commission Expires April 25, 1997

STATE OF TEXAS)
COUNTY OF TARRANT) ss:

On this 3rd day of August, 1995, before me personally appeared H.D. Robinson, to me personally known, who being duly by me sworn, says that he/he is V.P. of Burlington Northern Railroad Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NOTARY PUBLIC
A. LISA TEMPLETON
NOTARY PUBLIC
State of Texas
Comm. Exp. 09-18-97

A. Lisa Templeton
Notary Public

My Commission expires:

SCHEDULE A

<u>Type</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Inclusive)</u>
3,000 h.p. Model SD 40-2 diesel-electric locomotive	37	BN 7161-7166 7889-7898 7900-7906 7908-7916 7918-7921 & 7923
3,000 h.p. Model C30-7 diesel-electric locomotive	24	BN 5001-5004 5006-5007 5582-5599
	<u>61</u>	

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