

RECORDATION NO. 10534, P, Q, R FILED

DEC 31 '97 11-45 AM

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URBAN A. LESTER

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

*Counterparts - Part 4*

December 31, 1997

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

Dec 31 11 42 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two copies of a Summary of Security Agreement, dated as of December 31, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents and two copies of an Assignment of Lease and two copies of a Subordination Agreement, also a secondary document .

The enclosed documents relate to the Lease which was previously filed with the Commission under Recordation Number 10534.

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

Debtor/Assignor: Locomotive Leasing Associates, L.L.C.  
1819 Peachtree Road  
Atlanta, GA 30309

Secured Party/  
Assignee: BTM Capital Corporation  
125 Summer Street  
Boston, MA 02110

Vernon A. Williams  
December 31, 1997  
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Subordination Agreement

Debtor: Momentum Leasing Advisors, LLC  
595 Market Street  
San Francisco, CA 94105

Secured Party: BTM Capital Corporation  
125 Summer Street  
Boston, MA 02110

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

thirty-four (34) locomotives BN 5013-BN 5046

Also enclosed is a check in the amount of \$72.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

DEC 31 '97

11-45 AM

**ASSIGNMENT OF LEASE**

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **Locomotive Leasing Associates, LLC**, a Georgia limited liability company (the "Assignor"), hereby sells, assigns, transfers and sets over unto **BTM Capital Corporation**, a Delaware corporation (the "Secured Party"), all of its right, title and interest in and to that certain Lease of Railroad Equipment dated as of May 1, 1979, between the Assignor as successor in interest to BA Credit Corporation (which is successor to BA Leasing & Capital Corporation by assignment, and BA Leasing & Capital Corporation is successor to BAmlease, Inc. by merger), lessor thereunder, and The Burlington Northern and Santa Fe Railway Company, successor in interest to Burlington Northern Railroad Company and before that Burlington Northern, Inc. (the "Lessee"), as lessee thereunder (as amended, hereinafter referred to as the "Lease"). The Lease pertains to the railcars set forth on Schedule A attached hereto. The Lease was recorded with the Interstate Commerce Commission on June 22, 1979 at 1:30 P.M. as recordation number 10534-B.

This assignment is made to evidence the security interest of the Secured Party in the Lease, granted pursuant to a certain Security Agreement dated as of December \_\_, 1997 (the "Security Agreement"). The rights and remedies of the parties hereto are subject in all respects to the terms of such Security Agreement.

Assignor hereby authorizes the recordation of this Assignment and hereby agrees to execute such further documentation as Assignee may reasonably request in order to carry out the purpose of this Assignment.

**IN WITNESS WHEREOF**, the undersigned pursuant to due limited liability company authority, has caused this Assignment of Lease to be duly executed in its company name by its manager thereunto duly authorized, all as of the date written below.

Dated as of: December 31, 1997

**LOCOMOTIVE LEASING ASSOCIATES, LLC**  
By Railcar, Ltd., Manager

By:   
Title: Chief Financial Officer

Accepted as of December \_\_, 1997:

**BTM CAPITAL CORPORATION**

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

IN WITNESS WHEREOF, the undersigned pursuant to due limited liability company authority, has caused this Assignment of Lease to be duly executed in its company name by its manager thereunto duly authorized, all as of the date written below.

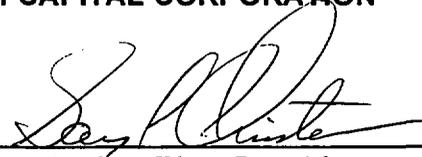
Dated as of: December 31, 1997

**LOCOMOTIVE LEASING ASSOCIATES, LLC**  
By Railcar, Ltd., Manager

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

Accepted as of December \_\_, 1997:

**BTM CAPITAL CORPORATION**

By:  mmh  
Title: Senior Vice President

STATE OF Georgia, COUNTY OF Fulton TO WIT:

On this 30<sup>th</sup> day of December, 1997, before me personally appeared Eugene N. Martini to me personally known, who being by me duly sworn says that Eugene N. Martini is Chief Financial Officer of Railcar, Ltd., a manager of Locomotive Leasing Associates, LLC, that said instrument was signed and sealed on December 30<sup>th</sup> 1997, on behalf of said corporation by authority of its Board of Directors; and has acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joy J. Hardin  
Notary Public

My commission expires:  
(Notary Seal)  
**Notary Public, Coweta County, Georgia**  
**My Commission Expires March 30, 1999**

COMMONWEALTH OF MASSACHUSETTS, COUNTY OF SUFFOLK, TO WIT:

On this \_\_\_ day of December, 1997, before me personally appeared \_\_\_\_\_ to me personally known, who being me duly sworn says that he is \_\_\_\_\_ of BTM Capital Corporation, that said instrument was signed and sealed on December \_\_\_, 1997, on behalf of said corporation by authority of its Board of Directors; and have acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My commission expires:  
(Notary Seal)

STATE OF \_\_\_\_\_, COUNTY OF \_\_\_\_\_ TO WIT:

On this \_\_\_ day of December, 1997, before me personally appeared \_\_\_\_\_ to me personally known, who being by me duly sworn says that Eugene N. Martini is Chief Financial Officer of Railcar, Ltd., a manager of Locomotive Leasing Associates, LLC, that said instrument was signed and sealed on December \_\_\_, 1997, on behalf of said corporation by authority of its Board of Directors; and has acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My commission expires:  
(Notary Seal)

COMMONWEALTH OF MASSACHUSETTS, COUNTY OF SUFFOLK, TO WIT:

On this <sup>24</sup> day of December, 1997, before me personally appeared Gary L. Christensen to me personally known, who being by me duly sworn says that he is Senior Vice President of BTM Capital Corporation, that said instrument was signed and sealed on December <sup>29</sup>, 1997, on behalf of said corporation by authority of its Board of Directors; and have acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Mark A. Nelson*  
\_\_\_\_\_  
Notary Public

My commission expires: <sup>7/1/99</sup>  
(Notary Seal)

## SCHEDULE A

### To Assignment of Lease from Locomotive Leasing Associates, LLC to BTM Capital Corporation

THIRTY-FOUR (34) GE C30-7 MODEL LOCOMOTIVES LEASED TO THE BURLINGTON  
NORTHERN RAILROAD COMPANY

|                      |   |        |        |
|----------------------|---|--------|--------|
| General Description: | Diesel Electric Locomotives<br>Freight Service<br>Six Axles |        |        |
| Model:               | C30-7   |        |        |
| Year Built:          | 1979  |        |        |
| Manufacturer:        | General Electric  |        |        |
| Road Numbers:        | BN5013  | BN5014 | BN5015 |
|                      | BN5016  | BN5017 | BN5018 |
|                      | BN5019  | BN5020 | BN5021 |
|                      | BN5022  | BN5023 | BN5024 |
|                      | BN5025  | BN5026 | BN5027 |
|                      | BN5028  | BN5029 | BN5030 |
|                      | BN5031  | BN5032 | BN5033 |
|                      | BN5034  | BN5035 | BN5036 |
|                      | BN5037  | BN5038 | BN5039 |
|                      | BN5040  | BN5041 | BN5042 |
|                      | BN5043  | BN5044 | BN5045 |
|                      | BN5046  |        |        |
| Horsepower:          | 3,000 HP  |        |        |
| Engine:              | GE FDL 16 Cylinder<br>Turbocharged                          |        |        |
| Traction Alternator: | GTA 11  |        |        |
| Traction Motors:     | GE 752  |        |        |