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RECORDATION NO. 20191 FILED 1425
JUL 22 1996 - 1 55 PM
INTERSTATE COMMERCE COMMISSION

July 23, 1996

RECORDATION NO. 20191-A,B,C FILED 1425
JUL 22 1996 - 1 55 PM
INTERSTATE COMMERCE COMMISSION

RECEIVED
SURFACE TRANSPORTATION BOARD
JUL 22 1 55 PM '96

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Re: Burlington Northern Railroad Company
Leveraged Lease Locomotive Financing
BNRR 1996-B

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three copies of each of the primary documents and the 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 1996-B), dated July 23, 1996, between Portland Locomotive Lease co., Ltd., as lessor (the *"Lessor"*), and Burlington Northern Railroad Company, as lessee (the *"Lessee"*); and

(2) Memorandum of Trust Indenture and Security Agreement (BNRR 1996-B), dated July 23, 1996, between the Lessor, the Lessee, and First Security Bank, National Association, as indenture trustee (the *"Indenture Trustee"*).

The secondary documents are as follows:

(1) Memorandum of Lease Supplement No. 1 (BNRR 1996-B), dated July 23, 1996, between the Lessee and the Lessor; and

(2) Memorandum of Trust Indenture Supplement No. 1 (BNRR 1996-B), dated July 23, 1996, between the Lessor and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 1 (BNRR 1996-B) and Memorandum of Trust Indenture Supplement No. 1 (BNRR 1996-B) are connected are the Memorandum of Lease Agreement (BNRR 1996-B) and the Memorandum of Trust Indenture and Security Agreement (BNRR 1996-B), respectively, referred to above, which are being submitted for recording concurrently therewith.

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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: Portland Locomotive Lease Co., Ltd.
Caledonian House
Mary Street
P.O. Box 1043
George Town
Grand Cayman, Cayman Islands

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Lessor: Portland Locomotive Lease Co., Ltd.
Caledonian House
Mary Street
P.O. Box 1043
George Town
Grand Cayman, Cayman Islands

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

Indenture Trustee: First Security Bank, National Association,
as Indenture Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

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

Lessor: Portland Locomotive Lease Co., Ltd.
Caledonian House
Mary Street
P.O. Box 1043
George Town
Grand Cayman, Cayman Islands

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1

Lessor: Portland Locomotive Lease Co., Ltd.
Caledonian House
Mary Street
P.O. Box 1043
George Town
Grand Cayman, Cayman Islands

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

Indenture Trustee: First Security Bank, National Association,
as Indenture Trustee
Corporate Trust Department
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 Lease Agreement, Memorandum of Trust Indenture and Security Agreement, Memorandum of Lease Supplement No. 1 and the Memorandum of Trust Indenture Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of eighty-four dollars ($84.00) 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 Board for recordation to:

Karl T. Williams, 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 1996-B) between Portland Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, and Burlington Northern Railroad Company, as Lessee, 3200 Continental Plaza, 777 Main Street, Fort Worth, Texas 76102, dated July 23, 1996, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto.

(2) MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT:

Memorandum of Trust Indenture and Security Agreement (BNRR 1996-B) between Portland Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, Burlington Northern Railroad Company, as Lessee, 3200 Continental Plaza, 777 Main Street, Fort Worth, Texas 76102, and First Security Bank, National Association, as Indenture Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated July 23, 1996, covering the obligations of the Lessor 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 1996-B) between Portland Locomotive Lease Co. Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, and Burlington Northern Railroad Company, as Lessee, 3200 Continental Plaza, 777 Main Street, Fort Worth, Texas 76102, dated July 23, 1996, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. The Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee, dated July 23, 1996, which is filed concurrently herewith.

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

Memorandum of Trust Indenture Supplement No. 1 (BNRR 1996-B) between Portland Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P O. Box 1043, George Town, Grand Cayman, Cayman Islands, Burlington Northern Railroad Company, as Lessee, 3200 Continental Plaza, 777 Main Street, Fort Worth, Texas 76102, and First Security Bank, National Association, as Indenture Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated July 23, 1996, covering the obligations of the Lessor and the Lessee relating to diesel electric locomotives bearing road numbers 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 Lessor and the Indenture Trustee, dated July 23, 1996, which is filed concurrently herewith.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/wp
Enclosures

20191
JUL 22 1996 -1 PM

# MEMORANDUM OF LEASE SUPPLEMENT NO. 1
# (BNRR 1996-B)

Memorandum of Lease Supplement No. 1, made and entered into on July 23, 1996 by and between Portland Locomotive Lease Co., Ltd., a Cayman Islands corporation (*"Lessor"*), and Burlington Northern Railroad Company, a Delaware corporation (*"Lessee"*).

**WITNESSETH:**

1. The undersigned have entered into that certain Lease Agreement (BNRR 1996-B) (the *"Lease Agreement"*), dated as of July 23, 1996, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNRR 1996-B), dated as of July 23, 1996, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

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.

PORTLAND LOCOMOTIVE LEASE CO., LTD.

By _____
Name: F. Jan Blaustein
Title: President

Executed on this 18th day of July, 1996.

BURLINGTON NORTHERN RAILROAD COMPANY

By _____
Name: Paul J. Weyandt
Title: Assistant Vice President-Finance and Assistant Treasurer

Executed on this ____ day of July, 1996.

## MEMORANDUM OF LEASE SUPPLEMENT NO. 1
## (BNRR 1996-B)

Memorandum of Lease Supplement No. 1, made and entered into on July 23, 1996 by and between Portland Locomotive Lease Co., Ltd., a Cayman Islands corporation (*"Lessor"*), and Burlington Northern Railroad Company, a Delaware corporation (*"Lessee"*).

### WITNESSETH:

1. The undersigned have entered into that certain Lease Agreement (BNRR 1996-B) (the *"Lease Agreement"*), dated as of July 23, 1996, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNRR 1996-B), dated as of July 23, 1996, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

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.

PORTLAND LOCOMOTIVE LEASE CO., LTD.

By_____
Name:
Title:

Executed on this ____ day of July, 1996.

BURLINGTON NORTHERN RAILROAD COMPANY

By_____
Name: Paul J. Weyandt
Title: Assistant Vice President-Finance and Assistant Treasurer

Executed on this 18th day of July, 1996.

STATE OF California )
) SS.:
COUNTY OF San Francisco )

On this, the 18th day of July, 1996, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of PORTLAND LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on July 18, 1996 on behalf of said corporation by authority of its Board of Directors, and she 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.

M G. BELKIN
COMM. # 1031689
Notary Public — California
SAN FRANCISCO COUNTY
My Comm. Expires JUL 3, 1998

Name: M.G. Belkin
Notary Public
My Commission Expires:
Residing in_____

STATE OF _____ )
) SS.:
COUNTY OF _____ )

On this, the _____ day of July, 1996, 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 - Finance and Assistant Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on July __, 1996 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 July, 1996, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of PORTLAND LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on July __, 1996 on behalf of said corporation by authority of its Board of Directors, and she 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 Illinois )
) SS.:
COUNTY OF Cook )

On this, the 18th day of July, 1996, 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 - Finance and Assistant Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on July 18, 1996 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.

"OFFICIAL SEAL"
CHARLENE M SCHWARTZ
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 11/2/97

Charlene M Schwartz
Name:
Notary Public
My Commission Expires:
Residing in Illinois

## EXHIBIT A

## UNITS

| EQUIPMENT | QUANTITY | ROAD NUMBERS |
|---|---|---|
| General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives | 28 | BN 9699, BN 9711, BN 9712, BN 9740 through BN 9764, inclusive |
| General Motors Corporation (Electro-Motive Division) Model SD75M Diesel Electric Locomotives | 6 | ATSF 8251, ATSF 8257 through ATSF 8261, inclusive |
| General Electric Company Model Dash 9-44CW Diesel Electric Locomotives | 5 | BNSF 971 through BNSF 975, inclusive |