



Michael J. Baughman
Counsel

General Electric Company
2901 East Lake Road, Erie, PA 16531
814 875-3044, Fx: 814 875-2724
Internet: michael.baughman@trans.ge.com

July 29, 1996

VIA FEDERAL EXPRESS

RECORDATION NO. 20109
FILED 1423

JUL 30 1996 9 55 AM

NATIONAL ARCHIVES COMMISSION

JUL 30 9 50 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, DC 20423

Subject: Recordation of Locomotive Lease

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11301 and the regulations thereunder, are duplicate originals of a Memorandum of Locomotive Lease (the "Locomotive Lease"), dated July 12, 1996 between General Electric Company ("Lessor") and Burlington Northern Railroad Company ("Lessee"). This is a Primary filing.

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

LESSOR: General Electric Company
2901 East Lake Road
Building 14-500
Erie, Pennsylvania 16531

LESSEE: Burlington Northern Railroad Company
777 Main Street
3800 Continental Plaza
Fort Worth, Texas 76102

A general description of the locomotives covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$21.00 for the required recording fee.

The undersigned is Counsel and Attesting Secretary of General Electric Company. Please return one original of the enclosed document, stamped to evidence filing, to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-500, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

[PRIMARY/SECONDARY] DOCUMENT

Memorandum of Locomotive Lease ("Locomotive Lease"), dated July 12, 1996 between General Electric Company ("Lessor") and Burlington Northern Railroad Company ("Lessee"), relating to:

Ten (10) General Electric Company Model Dash 9-44CW Diesel Electric Locomotives, bearing road numbers 961-970, inclusive.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "M. J. Baughman", with a long horizontal flourish extending to the right.

Enclosure

SCHEDULE I

Description of Locomotives

<u>Number of Locomotives</u>	<u>Type of Equipment</u>	<u>Road Numbers</u>
Ten	General Electric Model Dash 9-44CW Diesel Electric Locomotives	961 through 970 (inclusive)

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

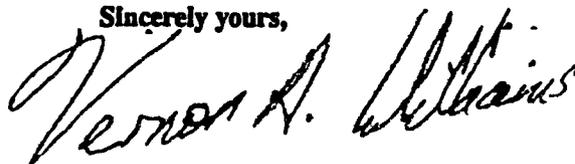
7/30/96

Michael J. Baughman
Counsel
General Electric Company
2901 East Lake Road
Erie, PA., 16531

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 7/30/96 at 9:55AM, and assigned recordation number(s). 20199.

Sincerely yours,

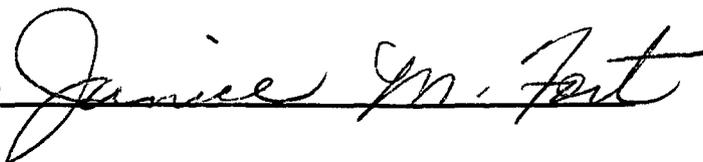


Vernon A. Williams
Secretary

Enclosure(s)

\$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



MEMORANDUM OF LOCOMOTIVE LEASE JUL 30 1996 9 55 AM

STATE DEPARTMENT OF COMMISSION

On the 12th day of July, 1996, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and Burlington Northern Railroad Company, a Delaware corporation with offices at 777 Main Street, 3800 Continental Plaza, Fort Worth, Texas 76102 ("Lessee"), entered into a Locomotive Lease, by which the following diesel electric locomotives were leased from Lessor to Lessee.

<u>Road Number</u>	<u>Model</u>
961	Dash 9-44CW
962	Dash 9-44CW
963	Dash 9-44CW
964	Dash 9-44CW
965	Dash 9-44CW
966	Dash 9-44CW
967	Dash 9-44CW
968	Dash 9-44CW
969	Dash 9-44CW
970	Dash 9-44CW

GENERAL ELECTRIC COMPANY

By: Stephen F. Angel
Stephen F. Angel, General Manager

BURLINGTON NORTHERN
RAILROAD COMPANY

By: Paul J. Weyandt
Paul J. Weyandt, Assistant Vice
President-Finance and
Assistant Treasurer

Commonwealth of Pennsylvania }
 }
County of Erie }

On this, the 12th day of July, 1996, before me, the undersigned officer, personally appeared Stephen F. Angel, who acknowledged himself to be General Manager of General Electric Company, a corporation, and that he as General Manager, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as General Manager.

In witness whereof, I hereunto set my hand and official seal.

My commission expires:

Notary Seal
Carol A. Wahlen, Notary Public
Erie, Erie County
My Commission Expires Dec 12, 1998
Member, Pennsylvania Association of Notaries

Carol A. Wahlen
Notary Public

State of Illinois }
 }
County of Cook }

On this, the 12th day of July, 1996, before me, the undersigned officer, personally appeared Paul J. Weyandt, who acknowledged himself to be the Assistant Vice President-Finance and Assistant Treasurer of Burlington Northern Railroad Company, a corporation, and that he as Assistant Vice President-Finance and Assistant Treasurer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Assistant Vice President-Finance and Assistant Treasurer.

In witness whereof, I hereunto set my hand and official seal.

My commission expires: 2/3/97

Julie Jordan
Notary Public

"OFFICIAL SEAL"
JULIE JORDAN
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 2/3/97