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January 29, 1997

RECORDATION NO. *20199-B* FILED 1425

JAN 29 1997 2:50 PM

JAN 29 2 50 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Counterparts - J. W. Maser

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a Memorandum of Amended and Restated Locomotive Lease, dated January 21, 1997, among General Electric Company, acting through its Transportation Systems Business Operations ("GE"), as Assignor, General Electric Capital Corporation ("GECC"), as Assignee/Lessor, and The Burlington Northern and Santa Fe Railway Company ("BNSF"), as Lessee, a secondary document not previously recorded.

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

ASSIGNOR	General Electric Company 2901 East Lake Road Erie, Pennsylvania 16531
ASSIGNEE/LESSOR	General Electric Capital Corporation 1600 Summer Street, Sixth Floor Stamford, Connecticut 06927
LESSEE	The Burlington Northern and Santa Fe Railway Company 777 Main Street 3800 Continental Plaza Fort Worth, Texas 76102

On January 21, 1997, GE, GECC and BNSF entered into that certain Amended and Restated Locomotive Lease which amended and restated that certain Locomotive Lease Agreement ("Lease"), dated April 30, 1996, between GE as Lessor and BNSF's predecessor, Burlington Northern Railroad Company, as Lessee, a memorandum of which was recorded with the Surface Transportation Board on July 30, 1996, under Recordation No. 20199. The instant Memorandum of Amended and Restated Locomotive Lease (i) contains the parties' acknowledgment that the Lessor under the Lease has changed from GE to GECC, and (ii) amends and restates the Lease to indicate that the following ten Dash 9-44CW diesel electric locomotives are leased from GECC as Lessor to BNSF as Lessee. The said locomotives now

DONELAN, CLEARY, WOOD & MASER, P.C.

Letter to Honorable Vernon A. Williams

January 29, 1997

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covered by the Lease are identified with the following marks and road numbers, as follows:
BNSF 961, 962, 963, 1100, 1101, 1104, 1105, 1106, 1107, and 1108.

A short summary of the document to appear in the STB Index is as follows:

“Memorandum of Amended and Restated Locomotive Lease.”

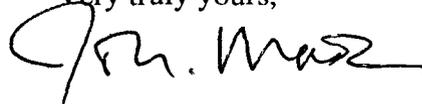
Please index separately the name of the above-mentioned Assignee/Lessor in the STB
“Assignee” Index Book (“white pages”) as follows:

Index under General Electric Capital Corporation, saying “See Recordation No. 20199-
B.”

Enclosed are checks in the total amount of forty four dollars (\$44.00) in payment of the
filing fees.

Once the filing has been made, please return to bearer the stamped counterparts not
needed for your files, together with the fee receipt, the letter from the Board acknowledging the
filing, and extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III
*Attorney for General Electric Company
for the purpose of this filing.*

Enclosures

2863-000

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

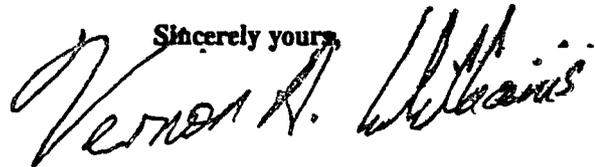
1/29/97

John K. Maser III
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, NW., Ste. 750
Washington, DC., 20005-3934

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 1/29/97 at 2:55PM, and assigned recordation number(s). 20199-B.

Sincerely yours,

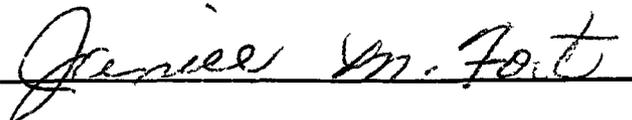


Vernon A. Williams
Secretary

Enclosure(s)

\$ 44.00 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

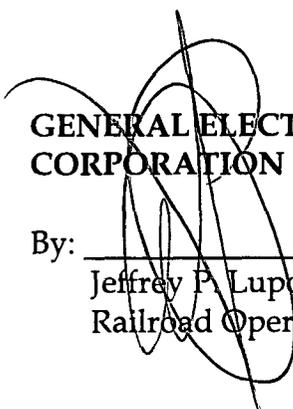


MEMORANDUM OF AMENDED AND RESTATED LOCOMOTIVE LEASE JAN 2⁹ 1997 -2 55 PM

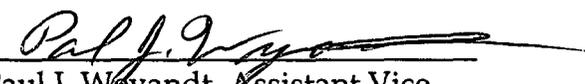
On the 21st day of January, 1997, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations ("GE"), General Electric Capital Corporation, a New York corporation with offices at 1600 Summer Street, Sixth Floor, Stamford, Connecticut 06927 ("GECC"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation with offices at 777 Main Street, 3800 Continental Plaza, Fort Worth, Texas 76102 ("Lessee"), entered into an Amended and Restated Locomotive Lease amending and restating the Locomotive Lease Agreement dated April 30, 1996 between GE, as lessor, and Lessee, by which (i) the parties acknowledged that Lessor under the lease has changed from GE to GECC, and (ii) the following diesel electric locomotives were leased from GECC to Lessee.

<u>Road Number</u>	<u>Model</u>
961	Dash 9-44CW
962	Dash 9-44CW
963	Dash 9-44CW
1100	Dash 9-44CW
1101	Dash 9-44CW
1104	Dash 9-44CW
1105	Dash 9-44CW
1106	Dash 9-44CW
1107	Dash 9-44CW
1108	Dash 9-44CW

GENERAL ELECTRIC CAPITAL CORPORATION

By:  _____
 Jeffrey P. Lupoff, Manager-
 Railroad Operations

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

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

GENERAL ELECTRIC COMPANY

By:  _____
 Jeffrey L. Tushar, Manager-
 Americas Finance

State of Connecticut

County of FAIRFIELD

On this, the 21st day of January, 1997, before me, the undersigned officer, personally appeared Jeffrey P. Lupoff, who acknowledged himself to be Manager-Railroad Operations of General Electric Capital Corporation, a corporation, and that he as Manager-Railroad Operations, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager-Railroad Operations.

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

HELEN M. DAVID
NOTARY PUBLIC

Helen M. David
Notary Public



My commission expires: MY COMMISSION EXPIRES MAR. 31, 2001

State of Illinois

County of Cook

On this, the 27TH day of January, 1997, before me, the undersigned officer, personally appeared Paul J. Weyandt, who acknowledged himself to be the Assistant Vice President-Finance and Assistant Treasurer of The Burlington Northern and Santa Fe Railway 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.



Dorothy V. Schaezle
Notary Public

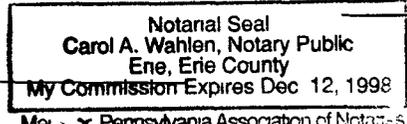
My commission expires:

Commonwealth of Pennsylvania

County of Erie

On this, the 21st day of January, 1997, before me, the undersigned officer, personally appeared Jeffrey L. Tushar who acknowledged himself to be Manager-Americas Finance of General Electric Company's Transportation Systems Business Operations, a corporation, and that he as Manager-Americas Finance, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager-Americas Finance.

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



Carol A. Wahlen
Notary Public

My commission expires: