

CHAPMAN AND CUTLER

Theodore S Chapman  
1877-1943  
Henry E Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4086  
TWX 910-221-2103 Telex 206281  
FAX (312) 701-2361  
Telephone (312) 845-3000

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

October 24, 1996

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-D

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-D), dated October 25, 1996, between Bellingham 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-D), dated October 25, 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-D), dated October 25, 1996, between the Lessee and the Lessor; and
- (2) Memorandum of Trust Indenture Supplement No. 1 (BNRR 1996-D), dated October 25, 1996, between the Lessor and the Indenture Trustee.

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

*Chapman & Cutler*

29895 -A, B, C

OCT 21 2 10 PM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

CHAPMAN AND CUTLER

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

MEMORANDUM OF LEASE AGREEMENT

Lessee: Burlington Northern Railroad Company  
2650 Lou Menk Drive  
Second Floor  
Fort Worth, Texas 76131

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

Lessee: Burlington Northern Railroad Company  
2650 Lou Menk Drive  
Second Floor  
Fort Worth, Texas 76131

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  
2650 Lou Menk Drive  
Second Floor  
Fort Worth, Texas 76131

CHAPMAN AND CUTLER

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

**Lessee:** Burlington Northern Railroad Company  
2650 Lou Menk Drive  
Second Floor  
Fort Worth, Texas 76131

**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-eight dollars (\$88.00) 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

CHAPMAN AND CUTLER

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-D) between Bellingham 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, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, dated October 25, 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-D) between Bellingham 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, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, and First Security Bank, National Association, as Indenture Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated October 25, 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-D) between Bellingham 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, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, dated October 25, 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 October 25, 1996, which is filed concurrently herewith.

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

Memorandum of Trust Indenture Supplement No. 1 (BNRR 1996-D) between Bellingham 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, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, and First Security Bank, National Association, as Indenture Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah

CHAPMAN AND CUTLER

84111, dated October 25, 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 October 25, 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

20325 -A

OCT 24 1996 2:47 PM

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT**  
**(BNRR 1996-D)**

Memorandum of Trust Indenture and Security Agreement, made and entered into on October 25, 1996 by and between Bellingham Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*"), Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*"), and First Security Bank, National Association, a national banking association, as indenture trustee ("*Indenture Trustee*").

**WITNESSETH:**

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNRR 1996-D) (the "*Indenture*"), dated as of October 25, 1996, whereby the Lessor has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Lessor's performance of its obligations as described in the Indenture.

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.

BELLINGHAM LOCOMOTIVE LEASE CO., LTD.

By F. Jan Blaustein  
Name: F. Jan Blaustein  
Title: President

Executed on this 21 day of October, 1996.

BURLINGTON NORTHERN RAILROAD  
COMPANY

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

Executed on this \_\_\_\_ day of October, 1996.

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(BNRR 1996-D)**

Memorandum of Trust Indenture and Security Agreement, made and entered into on October 25, 1996 by and between Bellingham Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*"), Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*"), and First Security Bank, National Association, a national banking association, as indenture trustee ("*Indenture Trustee*").

**WITNESSETH:**

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNRR 1996-D) (the "*Indenture*"), dated as of October 25, 1996, whereby the Lessor has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Lessor's performance of its obligations as described in the Indenture.

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.

BELLINGHAM LOCOMOTIVE LEASE CO., LTD.

By \_\_\_\_\_  
Name: F. Jan Blaustein  
Title: President

Executed on this \_\_\_\_ day of October, 1996.

BURLINGTON NORTHERN RAILROAD  
COMPANY

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

Executed on this 17<sup>th</sup> day of October, 1996.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

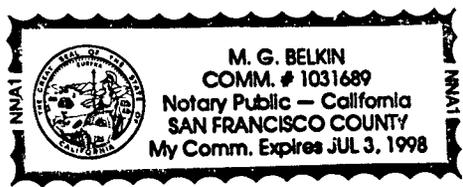
By   
Name: Brett R. King  
Title: Assistant Vice President

Executed on this 16 day of October, 1996.

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

On this, the 21 day of October, 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 BELLINGHAM LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on October 21, 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*

Name: M. G. Belkin  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of October, 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 October \_\_, 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 October, 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 BELLINGHAM LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on October \_\_\_\_, 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 17<sup>th</sup> day of October, 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 October 17, 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.

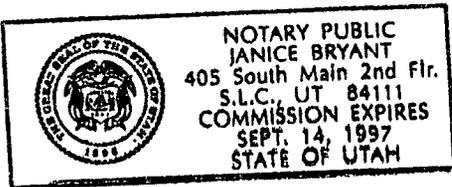


Bonnie Remley  
Name:  
Notary Public  
My Commission Expires: 12-12-99  
Residing in Schaumburg, IL - Cook Co

STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this, the 18<sup>th</sup> day of October, 1996, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on October 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 association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Janice Bryant  
Name: Janice Bryant  
Notary Public  
My Commission Expires:  
Residing in KAYSVILLE, UTAH

**EXHIBIT A**

**UNITS**

| EQUIPMENT  | QUANTITY | ROAD NUMBERS   |
|--|----------|--|
| General Electric Company<br>Model Dash 9-44CW Diesel<br>Electric Locomotives | 21       | BNSF 960,<br>BNSF 976 through<br>BNSF 995, inclusive |