

#180.00

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16936-B
RECORDATION NO. FILED 1425

AUG 8 1991 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

1-020A028

August 8, 1991

The Honorable Sidney L. Strickland, Jr.

Secretary

Interstate Commerce Commission

Washington, D.C. 20423

16936-A
RECORDATION NO. FILED 1425

AUG 8 1991 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are (1) an original and two (2) counterparts of Rider Four (4) to Lease Agreement, dated as of February 1, 1991, among General Electric Capital Corporation (hereinafter "Lessor"), Burlington Northern Railroad Company (hereinafter "Lessee"), and BN Leasing Corporation, and (2) an original and one (1) counterpart of Rider Five (5) to Lease Agreement, dated as of April 1, 1991, among Lessor, Lessee and BN Leasing Corporation.

Both of these documents are secondary documents. The primary document to which they relate is that certain Lease Agreement, dated as of March 1, 1990, among Lessor, Lessee and BN Leasing Corporation, recorded under Recordation No. 16936. It is my understanding that the recordation numbers to be assigned to these new documents as described in the preceding paragraph will be: 16936-A and 16936-B.

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

LESSOR:

General Electric Capital Corporation

1600 Summer Street

Stamford, CT 06905

Attn: Manager-Operations, Transportation
& Industrial Funding

Handwritten signature: J. W. Maser

LESSEE: Burlington Northern Railroad Company
777 Main Street
Fort Worth, TX 76102
Attn: Treasurer

OTHER PARTY: BN Leasing Corporation
777 Main Street
Forth Worth, TX 761102
Attn: Treasurer

A general description of the railroad equipment covered by the enclosed documents follows:

<u>Description of Units</u>	<u>Quantity</u>	<u>Unit Initials and Numbers</u>
B314, XM, 50' 6", 70-ton boxcars	937	For a listing of the unit initials and numbers, see Rider Four (4) to Lease Agreement, which is incorporated by reference herein.
B314, XM, 50' 6", 70-ton boxcars	464	For a listing of the unit initials and numbers, see Rider Five (5) to Lease Agreement, which is incorporated by reference herein.

Please return the original of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood, & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or the bearer hereof.

Also enclosed is a remittance in the amount of \$30.00 for the required recording fee.

Short summaries of the documents to appear in the index follows:

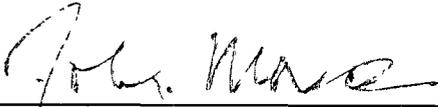
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SECONDARY DOCUMENTS

Rider Four (4) to Lease Agreement, dated as of February 1, 1991, among General Electric Capital Corporation ("Lessor"), Burlington Northern Railroad Company ("Lessee"), and BN Leasing Corporation, relating to: 937 50' 6", 70-ton boxcars, bearing identification marks and numbers as listed therein.

Rider Five (5) to Lease Agreement, dated as of April 1, 1991, between Lessor, Lessee and BN Leasing Corporation, relating to 464 50' 6", 70-ton boxcars, bearing identification marks and numbers as listed therein.

Respectfully submitted by,



JOHN K. MASER III

Attorney-In-Fact

Enclosure
286-6

16936-B
RECORDATION NO. FILED AND

RIDER FIVE (5) TO LEASE AGREEMENT AUG 8 1991 -11 40 AM
INTERSTATE COMMERCE COMMISSION

Effective this 1st day of April, 1991, this Rider shall become a part of the Agreement between **General Electric Capital Corporation, Lessor, Burlington Northern Railroad Company, Lessee, and BN Leasing Corporation, BNLC**, dated March 1, 1990 (the "Agreement") which Agreement was filed and recorded with the Interstate Commerce Commission on July 18, 1990 and assigned Recordation No. 16936. The Units described herein shall be leased to Lessee, subject to the terms and conditions in said Agreement and this Rider as shown below:

- I. NUMBER OF UNITS: Four hundred sixty four (464).
- II. DESCRIPTION OF UNITS: B314, XM, 50'6", 70 ton boxcars.
- III. LEASE TERM: April 1, 1991 through March 31, 2003.
- IV. RENTAL RATE: \$569 per Unit per semiannual period.
- V. PAYMENT DATES: October 1 and April 1.
- VI. PURCHASE OPTION: Subject to Article 22 of the Agreement, BNLC has the right to purchase any or all of the Units remaining at the end of the Lease Term for the lower of their then Fair Market Value, as determined not later than 30 days prior to the expiration of the Lease Term, or \$4,000 per Unit.
- VII. RENEWAL OPTION: Subject to Article 22 of the Agreement, BNLC has the right to extend the term of this Agreement in respect of any or all of the Units remaining at the end of the Lease Term for a period of up to two (2) years at the Units' then Fair Market Rental Value, as determined not later than 30 days prior to the expiration of the Lease Term.
- VIII. DELIVERY DATE: April 1, 1991.
- IX. PLACE OF DELIVERY: The Units are already in Lessee's possession and Lessee hereby accepts the Units under the Agreement "as is, where is".
- X. COST OF DELIVERY: At Lessee's expense.

RIDER FIVE (5) TO LEASE AGREEMENT

XI. UNIT INITIALS AND NUMBERS:

BN 249461 - 249466 (all inclusive)	BN 249664 - 249679 (all inclusive)
BN 249468 - 249471 (all inclusive)	BN 249681
BN 249473 - 249536 (all inclusive)	BN 249683 - 249701 (all inclusive)
BN 249538, 249539	BN 249703 - 249726 (all inclusive)
BN 249541 - 249549 (all inclusive)	BN 249728 - 249744 (all inclusive)
BN 249551 - 249560 (all inclusive)	BN 249747 - 249791 (all inclusive)
BN 249562 - 249571 (all inclusive)	BN 249793 - 249800 (all inclusive)
BN 249573	BN 249802 - 249872 (all inclusive)
BN 249575, 249576	BN 249874 - 249900 (all inclusive)
BN 249578 - 249607 (all inclusive)	BN 250166
BN 249609 - 249612 (all inclusive)	BN 250168 - 250174 (all inclusive)
BN 249615 - 249636 (all inclusive)	BN 250176 - 250196 (all inclusive)
BN 249638	BN 250198
BN 249640 - 249652 (all inclusive)	BN 250200 - 250218 (all inclusive)
BN 249654 - 249662 (all inclusive)	

XII. CASUALTY SCHEDULE:

<u>Rental Payment Date</u>	<u>Casualty Value</u>	<u>Rental Payment Date</u>	<u>Casualty Value</u>
4/1/91	\$9,500	10/1/97	\$7,437
10/1/91	\$9,407	4/1/98	\$7,182
4/1/92	\$9,293	10/1/98	\$6,905
10/1/92	\$9,172	4/1/99	\$6,592
4/1/93	\$9,044	10/1/99	\$6,306
10/1/93	\$8,909	4/1/00	\$6,027
4/1/94	\$8,766	10/1/00	\$5,735
10/1/94	\$8,617	4/1/01	\$5,429
4/1/95	\$8,458	10/1/01	\$5,110
10/1/95	\$8,292	4/1/02	\$4,775
4/1/96	\$8,117	10/1/02	\$4,425
10/1/96	\$7,901	4/1/03	\$4,000
4/1/97	\$7,676		

RIDER FIVE (5) TO LEASE AGREEMENT

IN WITNESS WHEREOF, the parties have executed this Rider as of the 1st day of April, 1991.

**BURLINGTON NORTHERN RAILROAD
COMPANY**

By 
Title Vice President & Treasurer

BN LEASING CORPORATION

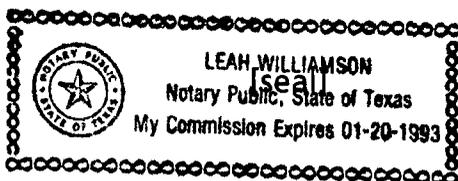
By 
Title Vice President & Treasurer

**GENERAL ELECTRIC CAPITAL
CORPORATION**

By 
Title MBR- OPERATIONS

STATE OF TEXAS)
) ss.
COUNTY OF TARRANT)

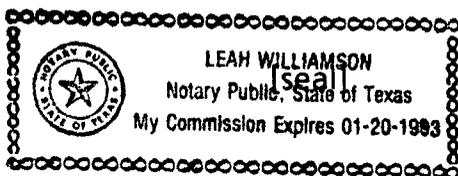
On this 1st day of April, 1991, before me personally appeared Robert F. McKenney, to me personally known, who being duly sworn, did depose and say that such person is Vice President & Treasurer of the Burlington Northern Railroad Company and that the foregoing Rider Five (5) to Lease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Leah Williamson
Notary Public

STATE OF TEXAS)
) ss.
COUNTY OF TARRANT)

On this 1st day of April, 1991, before me personally appeared Robert F. McKenney, to me personally known, who being duly sworn, did depose and say that such person is Vice President & Treasurer of the BN Leasing Corporation and that the foregoing Rider Five (5) to Lease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Leah Williamson
Notary Public

STATE OF CONNECTICUT)
) ss.
COUNTY OF FAIRFIELD)

On this 1st day of April, 1991, before me personally appeared D.L. Eakin, to me personally known, who being duly sworn, did depose and say that such person is Manager-Operations of the General Electric Capital Corporation and that the foregoing Rider Five (5) to Lease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

KARI L. CONTI
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1995

[seal]

Kari L. Conti
Notary Public