



1-319A050

GE Transportation Systems

Transportation Systems Marketing and Sales
General Electric Company
2901 East Lake Road, Erie, PA 16531

174057C
RECORDED TO FILED NOV

NOV 15 1991 2 20 PM

INTERSTATE COMMERCE COMMISSION

November 14, 1991

VIA FEDERAL EXPRESS

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2302
Washington, D.C. 20423

**Subject: Recordation of Memorandum of
Master Locomotive Lease**

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, are duplicate execution copies of a Memorandum of Master Lease Agreement, dated as of November 8, 1991, between General Electric Company ("Lessor") and Burlington Northern Railroad Company ("Lessee"), a secondary document. The primary document to which this relates is recorded under ICC Recordation Number 17405.

The names and addresses of the parties to the enclosed Memorandum of Locomotive Lease are as follows:

LESSOR: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

LESSEE: Burlington Northern Railroad Company
9401 Indian Creek Parkway
P. O. Box 29136
Overland Park, KS 66201

Nov 15 2 20 PM '91
HISTOR OPERATING UNIT

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$16.00 for the required recording fee.

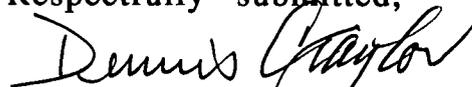
Following recordation, please return one original of the enclosed document, together with any other copies not needed by the Commission, bearing appropriate recordation data, to Michael J. Baughman, Counsel, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

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

SECONDARY DOCUMENT

Memorandum of Master Locomotive Lease, dated as of November 8, 1991, between General Electric Company ("Lessor") and Burlington Northern Railroad Company ("Lessee"), relating to four (4) General Electric Diesel Electric Locomotives, bearing Road No's. 3001, 3003, 3008, and 3010.

Respectfully submitted,



Dennis C. Taylor, Manager-
Locomotive Leasing

Enclosures

SCHEDULE I

Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Number of Units</u>	<u>Road Number(s)</u>
General Electric	Four	3001
Diesel Electric		3003
Locomotives		3008
		3010

Interstate Commerce Commission
Washington, D.C. 20423

11/15/91

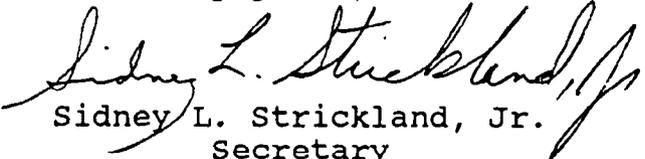
OFFICE OF THE SECRETARY

Dennis C. Taylor, Manager
Locomotive Leasing
General Electric Company
2901 East Lake Road
Erie, Pennsylvania 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 11/15/91 at 2:25pm, and assigned recordation number(s). 17405-C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MEMORANDUM OF MASTER LOCOMOTIVE LEASE AGREEMENT

On the 8th day of November, 1991, 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 10550 Barkley, Overland Park, Kansas 66212 ("Lessee"), entered into a Master Locomotive Lease Agreement, together with an attached Locomotive Lease Schedule, by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee.

LOCOMOTIVE LEASE SCHEDULE NUMBER BN 91-1

Road Numbers

3001, 3003, 3008 and 3010

Model

Super 7-30C

1740570
AD 100

NOV 15 1991 - 2 00 PM

INTERSTATE COMMERCE COMMISSION

GENERAL ELECTRIC COMPANY

By: [Signature]
D. C. Taylor, Manager-Locomotive Leasing

BURLINGTON NORTHERN RAILROAD COMPANY

By: [Signature]
Name Mr. D.J. Mitchell
Title Asst. to the Chairman

Commonwealth of Pennsylvania }
County of Erie }

On this, the 8th day of November, 1991, before me, the undersigned officer, personally appeared Dennis C. Taylor, who acknowledged himself to be the Manager-Locomotive Leasing of General Electric Company, a corporation, and that he as Manager-Locomotive Leasing, 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-Locomotive Leasing.

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

Notary Seal
Carol A. Wahlen, Notary Public
Lawrence Park Twp. Erie County
PA. Commission Expires Dec. 12, 1994

[Signature]
Notary Public

My commission expires:

State of Texas }
County of Tarrant }

On this, the 12th day of November, 1991, before me, the undersigned officer, personally appeared D.J. Mitchell, who acknowledged himself to be the Asst. to the Chairman of Burlington Northern Railroad Company, a corporation, and that he as Asst. to the Chairman, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Asst. to the Chairman.

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

[Signature]
Notary Public

My commission expires: 9/30/92