0100512028

GE Transportation Systems

General Electric Company
2901 East Lake Rd., Erie, PA 16531

RECORDATION NO. 17405-N FILED 1425

FEB 1 - 1995 -10 25 AM

INTERSTATE COMMERCE COMMISSION

January 30, 1995

VIA FEDERAL EXPRESS

FEB 1 10 19 AM '95

LICENSING BRANCH

Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2311
Washington, D.C. 20423

Subject: Recordation of Memorandum of Locomotive Lease

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, are duplicate execution copies of a Memorandum of Lease Agreement, dated as of January 18, 1995, 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
777 Main Street
Continental Plaza,
Fort Worth, Texas 76102

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 $21.00 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 Shawn Galey, 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 Locomotive Lease, dated as of January 18, 1995, between General Electric Company ("Lessor") and Burlington Northern Railroad Company ("Lessee"), relating to one (1) MLW Diesel Electric Locomotive, bearing Road No. 5000.

Respectfully submitted,

Dennis C. Taylor, Manager-
Locomotive Leasing

Enclosures

SCHEDULE I

Description of Locomotive(s)

Type of Equipment	Number of Units	Road Number(s)
MLW Diesel Electric Locomotive	one	5000

Interstate Commerce Commission
Washington, D.C. 20423-0001

2/1/95

Office Of The Secretary

Dennis C. Taylor
GE Transportation Systems
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 2/1/95 at 10:25AM , and assigned recordation number(s). 17405-N.

Sincerely yours,

Vernon A. Williams

Vernon A. Williams
Secretary

Enclosure(s)

(0100512028)

$ 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 Janice M. Fort

RECORDATION NO. 17405-N FILED 1425

FEB 1 - 1995 -10 25 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

On the 18th day of January, 1995, 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, Continental Plaza, Fort Worth, Texas 76102 ("Lessee"), entered into Locomotive Lease Schedule Number BN 95-1, by which the Diesel Electric Locomotive described below were leased from Lessor to Lessee. Such Locomotive Lease Schedule incorporates all of the terms and conditions of that certain Master Locomotive Lease Agreement dated November 7, 1991 between Lessor and Lessee, a Memorandum of which was duly filed with the Interstate Commerce Commission on November 15, 1991 at 2:25 P.M. under I.C.C. file/index number 17405-C.

Road Number	Model
5000	M636-S7

GENERAL ELECTRIC COMPANY

By: D. C. Taylor

D. C. Taylor, Manager-Locomotive Leasing

BURLINGTON NORTHERN RAILROAD COMPANY

By: Edward L Bauer Jr.

Name Edward L Bauer Jr.

Title System Chief Mech Officer.

Commonwealth of Pennsylvania }
}
County of Erie }

On this, the 18th day of January, 1995, 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.

Carol A. Wahlen

Notary Public

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

My commission expires:

State of Texas }
}
County of TARRANT }

On this, the 20TH day of JANUARY, 1995, before me, the undersigned officer, personally appeared EDWARD L BAUER, who acknowledged himself to be the SYSTEM CHIEF MECH OFFICER Burlington Northern Railroad Company, a corporation, and that he as SYSTEM CHIEF MECH OFFICER, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as SYSTEM CHIEF MECH OFFICER.

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

Diane L Sachy

Notary Public

My commission expires: SEPT 24, 1996

BN 95-1 Memo of Lease (011695)

ANNEX 1

LOCOMOTIVE LEASE SCHEDULE NUMBER BN 95-1

MLW ATM

A. One (1) ~~MWM~~ Model M636-S7 diesel electric locomotive (the "Locomotive") bearing the following road number, and being placed into Lessee's service pursuant to a Master Lease Agreement dated November 7, 1991 on the following dates:

Road Number	Estimated Service Date
5000	February 1, 1995

B. The term of the Locomotive Lease resulting from execution of this Locomotive Lease Schedule shall commence with respect to each Locomotive described above on the date of delivery of such Locomotive by Lessor to Lessee. Such term shall expire on April 30, 1995.
The intent of this lease is for the BN to have the use of the locomotive described above until the BN B30-7A locomotive testing by GE is complete and said locomotive is returned to BN.

C. The daily rent to be paid for each Locomotive described above during the term, also described above, shall be none until the testing of the B30-7A is complete, and the locomotive is returned to BN.

D. Each Locomotive will be delivered by Lessor to Lessee at the Conrail 51st Street yard Chicago, Ill and returned to Lessor by Lessee upon termination of this Locomotive Lease Schedule at the same location.

E. CASUALTY VALUE = $500,000

BURLINGTON NORTHERN RAILROAD COMPANY

By: Edward L Bauer Jr

Title System Chief Mech Officer

Date 1-20-95

GENERAL ELECTRIC COMPANY

By: D Taylor

D.C. Taylor, Manager-LocomotiveLeasing

Date Jan. 18, 1995