



**BURLINGTON NORTHERN RAILROAD**

LAW DEPARTMENT

3800 Continental Plaza  
777 Main Street  
Ft. Worth, Texas 76102

(817) 878-2385  
Docket No. BN 11658

FEDERAL EXPRESS

March 23, 1990

RECORDATION NO. 11188-1425 FILED 1425

MAR 26 1990 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred R. Lee, Recordations  
Interstate Commerce Commission  
Room 2303  
Twelfth and Constitution Ave., N.W.  
Washington, D.C. 20423

Re: Document for Recordation: Statement of New Road Numbers  
Dated March 23, 1990

Dear Ms. Lee:

I am enclosing an original and one verified copy of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

This document is a Statement of New Road Numbers, a secondary document, dated March 23, 1990. The primary document to which this is connected was recorded under Recordation No. 11188-B on December 12, 1979.

The names and addresses of the parties to the transaction are:

Lessor: BA Leasing and Capital Corporation  
Two Embarcadero Center, Suite 1000  
San Francisco, California 94111

Lessee: Burlington Northern Railroad Company  
3800 Continental Plaza  
777 Main Street  
Fort Worth, Texas 76102

Ms. Mildred R. Lee  
March 23, 1990  
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A general description of the equipment covered by the enclosed Statement of New Road Numbers is shown on Exhibit A of said document.

A fee of \$15.00 is enclosed. Please return to the undersigned the original and any extra copies not needed by the Commission for recordation.

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

Statement of New Road Numbers dated March 23, 1990, to reflect change in numbers with respect to the equipment described on Exhibit A of said document (amendment to ICC Recordation No. 11188-B, recorded on December 12, 1979).

Very truly yours,



Rebecca R. Martin  
Legal Assistant

RRM/sd/100.47  
Enclosures

VERIFICATION

RECORDATION # 11188-19 FILED 1425

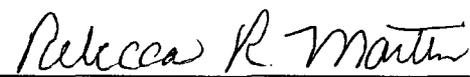
STATE OF TEXAS        )  
                              )    ss.  
COUNTY OF TARRANT )

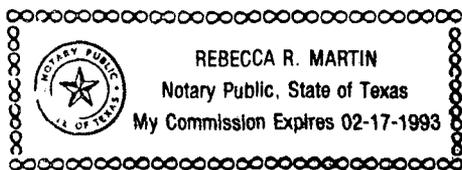
MAR 26 1990 -11 55 AM  
INTERSTATE COMMERCE COMMISSION

Francis T. Kelly, Securities and Finance Counsel, Burlington Northern Railroad Company, being duly sworn, deposes and states that he has compared the attached copy with the original document and has found the copy to be complete and identical in all respects to the original document.

  
Francis T. Kelly

Subscribed and sworn to before me  
this 23rd day of March, 1990.

  
Notary Public in and for  
the State of Texas



RECORDATION NO. 11188-B FILED 1425

MAR 26 1990 11 55 AM

INTERSTATE COMMERCE COMMISSION

BURLINGTON NORTHERN INC.  
LEASE OF RAILROAD EQUIPMENT

Dated October 1, 1979

By and Between

BAMERILEASE CAPITAL CORPORATION  
(now BA LEASING AND CAPITAL CORPORATION), Lessor

and

BURLINGTON NORTHERN INC.  
(now BURLINGTON NORTHERN RAILROAD COMPANY), Lessee

STATEMENT OF NEW ROAD NUMBERS

Pursuant to Section 5 of the above-referenced Agreement, notice is hereby given that the original road numbers of the subject equipment have been changed to the new numbers as set forth on the attached Exhibit A.

Dated: March 23, 1990

BURLINGTON NORTHERN RAILROAD COMPANY

Douglas J. Babb  
Douglas J. Babb  
Vice President and General Counsel

ATTEST:  
Victoria Hand  
Assistant Secretary

Previous BN Number

New BN Number

DIESEL ELECTRIC LOCOMOTIVE (1 Total)

7221

7500

STATE OF TEXAS        )  
                              )  ss  
COUNTY OF TARRANT  )

On this 23rd day of March, 1990, before me personally appeared Douglas J. Babb, to me personally known, who, being by me duly sworn, says that he is the Vice President and General Counsel of Burlington Northern Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

  
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Notary Public in and for the  
State of Texas

