

CHAPMAN AND CUTLER

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Salt Lake City, Utah 84144  
(801) 533-0066

December 23, 1996

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
Twelfth Street & Constitution Avenue, N.W.  
Washington, DC 20423

20415-A, B, C, D  
DEC 20 1996

Re: Burlington Northern Railroad Company  
Leveraged Lease Locomotive Financing  
BNRR 1996-G

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
DEC 23 12 19 PM '96

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-G), dated December 27, 1996, between Galesburg 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-G), dated December 27, 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-G), dated December 27, 1996, between the Lessee and the Lessor; and
- (2) Memorandum of Trust Indenture Supplement No. 1 (BNRR 1996-G), dated December 27, 1996, between the Lessor and the Indenture Trustee.

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

Counters - Chapman

Law Offices of  
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:** Galesburg 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:** Galesburg 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

Law Offices of  
CHAPMAN AND CUTLER

Lessor: Galesburg 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: Galesburg 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

Law Offices of  
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-G) between Galesburg 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 December 27, 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-G) between Galesburg 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 December 27, 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-G) between Galesburg 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 December 27, 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 December 27, 1996, which is filed concurrently herewith.

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

Memorandum of Trust Indenture Supplement No. 1 (BNRR 1996-G) between Galesburg 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,

Law Offices of  
CHAPMAN AND CUTLER

Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated December 27, 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 December 27, 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

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	25	BNSF 964, through BNSF 970, inclusive, BNSF 1013, BNSF 1040 through BNSF 1056, inclusive

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

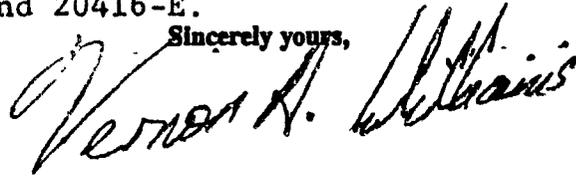
12/23/96

Karl T. Williams  
Chapman And Cutler  
111 West Monroe Street  
Chicago, Illinois 60603-4080

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 12/23/96 at 12:20PM, and 12:25PM, 12:30PM and 12:35PM assigned recordation number(s).  
20415, 20415-A, 20415-B, 20415-C, 20415-D and 20415-E,, 20416, 20416-A, 20416-B, 20416-C, 20416-D and 20416-E.

Sincerely yours,

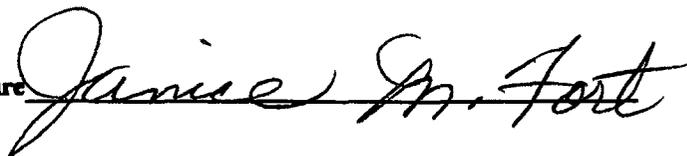


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 264.00 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



20415  
DEC 27 1996 10:00 PM

**MEMORANDUM OF LEASE AGREEMENT  
(BNRR 1996-G)**

Memorandum of Lease Agreement, made and entered into on December 27, 1996 by and between Galesburg Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*"), and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Lease Agreement (BNRR 1996-G), dated as of December 27, 1996, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

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.

GALESBURG LOCOMOTIVE LEASE CO., LTD.

By   
Name: F. Jan Blaustein  
Title: President

Executed on this 17 day of December,  
1996.

BURLINGTON NORTHERN RAILROAD  
COMPANY

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

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

**MEMORANDUM OF LEASE AGREEMENT  
(BNRR 1996-G)**

Memorandum of Lease Agreement, made and entered into on December 27, 1996 by and between Galesburg Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*"), and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

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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.

GALESBURG LOCOMOTIVE LEASE CO., LTD.

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

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

BURLINGTON NORTHERN RAILROAD  
COMPANY

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

Executed on this 18 day of December,  
1996.

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

On this, the 17th day of December, 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 Galesburg Locomotive Lease Co., Ltd., that said instrument was signed on December 17, 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.



Kathleen Alderfer  
Name: Kathleen Alderfer  
Notary Public  
My Commission Expires: 11 7 97  
Residing in SF, CA

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

On this, the \_\_\_\_ day of December, 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 December \_\_, 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 December, 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 Galesburg Locomotive Lease Co., Ltd., that said instrument was signed on December \_\_, 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 18 day of December, 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 December 16, 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.



Dorothy V. Schaeetzle  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	25	BNSF 964, through BNSF 970, inclusive, BNSF 1013, BNSF 1040 through BNSF 1056, inclusive