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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 13, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 22030-A FILED
SEP 13 '00 2-41 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Lease and Assignment and Amendment, dated as of June 30, 1998, a ~~primary~~^{secondary} document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Locomotive Lease which was previously filed with the Commission under Recordation Number 22030.

The names and addresses of the parties to the enclosed document are:

Lessee: The Burlington Northern and Santa Fe
Railway Company
2600 Lou Menk Drive
Fort Worth, Texas 76161

Lessors: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

ATEL Leasing Corporation
235 Pine Street, 6th Floor
San Francisco, California 94104

Mr. Vernon A. Williams
September 13, 2000
Page Two

A description of the railroad equipment covered by the enclosed document is:

Locomotives LMX 8500 - LMX 8599, excluding 8518, 8519, 8568, 8575
and 8593.

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

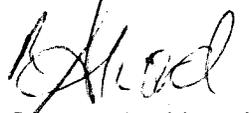
Notice of Acknowledgment and Amendment of Lease covering Locomotives
LMX 8500 - LMX 8599, excluding 8518, 8519, 8568, 8575 and 8593.

A description of the railroad equipment covered by the enclosed document is set
forth on Schedule 1 attached hereto.

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

SEP 13 '00 2-41 PM

ATEL LEASING CORPORATION
235 Pine Street, 6th Floor
San Francisco, California 94104

SURFACE TRANSPORTATION BOARD

(SPACE ABOVE THIS LINE FOR RECORDER'S USE)

MEMORANDUM OF LEASE AND ASSIGNMENT AND AMENDMENT

WHEREAS, On June 30, 1998, ATEL LEASING CORPORATION, a California corporation ("ATEL"), and THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation ("CIT"), as lessors (collectively "Lessor"), and THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, as Lessee ("Lessee"), entered into Locomotive Lease, including a Schedule A thereto each dated as of June 30, 1998 (as amended and supplemented referred to as the "Lease");

WHEREAS, Lessor and Lessee hereby acknowledge and agree that the Schedule A dated as of June 30, 1998 to the Lease contained an error as to the locomotive unit road number 8598 ("Unit 8598"). Lessor and Lessee agree that Unit 8598 is solely the property of ATEL and CIT disclaims any right, title or interest in or to such unit;

WHEREAS, CIT, as Assignor agreed to sell and ATEL, as Assignee, agreed to acquire all right, title and interest of CIT in an additional twenty (20) locomotives, pursuant to a Purchase and Sale Agreement and Assignment of Lease ("Sale") dated as of November 26, 1999;

NOW THEREFORE, Lessee and Lessors hereby agree as follows:

1. The lease of the locomotives by CIT and ATEL to Lessee, pursuant to the Lease is hereby noticed and acknowledged.
2. The Sale by CIT to ATEL of an additional twenty (20) Locomotives leased under the Lease is hereby noticed and acknowledged.
3. Lessee and Lessors hereby amend Schedule A as to the CIT Units and ATEL Units to reflect the ownership as described in Exhibit A, attached hereto and incorporated herein by this reference;

All capitalized terms used herein and not otherwise defined shall have the same meaning as in the Lease.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to Lease Agreement as of the day and year written above

LESSOR:

LESSEE:

ATEL LEASING CORPORATION
a California corporation

THE BURLINGTON NORTHERN AND SANTA
FE RAILWAY COMPANY, a Delaware corporation

By: 
Title: Dean Cash
President

By: _____
Title: _____

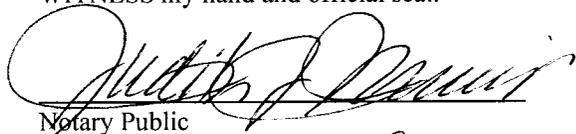
THE CIT GROUP/EQUIPMENT FINANCING, INC.
a New York corporation

By: _____
Title: _____

STATE OF California }
COUNTY OF San Francisco } ss

On 11/29/02 before me, the undersigned officer, personally appeared Dean Arsh, [personally known to me] ~~[proved to me on the basis of satisfactory evidence]~~ to be the person(s) whose name(s) is subscribed to this instrument and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.


Notary Public

My Commission expires: Oct. 7, 2003

(Notarial Seal)



STATE OF _____ }
COUNTY OF _____ } ss

On _____ before me, the undersigned officer, personally appeared _____, [personally known to me] [proved to me on the basis of satisfactory evidence] to be the person(s) whose name(s) _____ subscribed to this instrument and acknowledged to me that _____ executed the same in _____ authorized capacity(ies), and that by _____ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public

My Commission expires: _____

(Notarial Seal)

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to Lease Agreement as of the day and year written above

LESSOR:

LESSEE:

ATEL LEASING CORPORATION
a California corporation

THE BURLINGTON NORTHERN AND SANTA
FE RAILWAY COMPANY, a Delaware corporation

By: _____

By: _____

Title: _____

Title: _____

THE CIT GROUP/EQUIPMENT FINANCING, INC.
a New York corporation

By: Nancy A. Nardella

Title: Vice President

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to Lease Agreement as of the day and year written above

LESSOR:

LESSEE:

ATEL LEASING CORPORATION
a California corporation

THE BURLINGTON NORTHERN AND SANTA
FE RAILWAY COMPANY, a Delaware corporation

By: _____

By: H. Balducci

Title: _____

Title: Dir. Loco. Plan

THE CIT GROUP/EQUIPMENT FINANCING, INC.
a New York corporation

By: Nancy A. Nardella

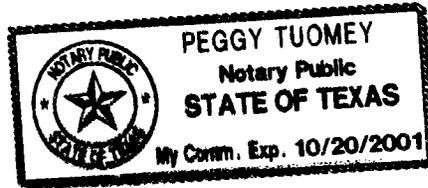
Title: Vice President

STATE OF TEXAS }
COUNTY OF TARRANT } ss

On 26th day of May, 2000 before me, the undersigned officer, personally appeared HARRY BALMEZINI, [personally known to me] ~~[proved to me on the basis of satisfactory evidence]~~ to be the person(s) whose name(s) _____ subscribed to this instrument and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Peggy Tuomey
Notary Public



My Commission expires: 10-20-2001

(Notarial Seal)

DESCRIPTION OF UNITS OF EQUIPMENT

ATEL Units

General Electric Model B39-8 Diesel Electric Locomotives bearing road numbers 8500, 8501, 8503, 8508, 8510, 8515, 8516, 8520, 8521, 8523, 8524, 8526, 8527, 8529, 8532, 8534, 8537, 8538, 8542, 8545, 8549, 8555, 8556, 8558, 8559, 8562, 8566, 8571, 8574, 8577, 8580, 8587, 8590, 8595, 8598, 8599, 8551, 8586, 8573, 8570, 8517, 8528, 8505, 8588, 8507, 8547, 8581, 8512, 8509, 8564, 8514, 8543, 8513, 8584, 8582, and 8589

CIT Units

General Electric Model B39-8 Diesel Electric Locomotives bearing road numbers 8500 through and including 8599, excluding the ATEL Units and those locomotives bearing road numbers 8518, 8519, 8568, 8575 and 8593 which have been destroyed.