

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
—  
(202) 393-2266  
FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 12, 2000

RECORDATION NO. 22030-B FILED

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

OCT 4 '00 12-19 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Notice and Acknowledgment of Amendment of Lease, dated as of June 30, 1998, a primary 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-A.

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, 6<sup>th</sup> Floor  
San Francisco, California 94104

Mr. Vernon A. Williams  
September 12, 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

NOTICE AND ACKNOWLEDGMENT AND AMENDMENT OF LEASE

November 26, 1999

**VIA FACSIMILE (817) 352-7897  
AND CERTIFIED MAIL**

The Burlington Northern and Santa Fe  
Railway Company  
2600 Lou Menk Drive  
Fort Worth, Texas 76161-0061  
Attn: Mr. Harry Baldaccini

RECORDATION NO. 22030-B FILED  
OCT 4 '00 12-19 PM  
SURFACE TRANSPORTATION BOARD

Dear Mr. Baldaccini:

1. Reference is hereby made to the certain Locomotive Lease dated as of June 30, 1998 (the "Lease") between The CIT Group/Equipment Financing, Inc. ("CIT") and ATEL Leasing Corporation ("ATEL") (each a Lessor) and The Burlington Northern and Santa Fe Railway Company (Lessee).

2. This will advise you that CIT has sold on the date hereof (the "Effective Date"), (i) twenty of the locomotive units identified in Schedule 1 hereto which are subject to the Lease (the "Equipment") to ATEL and (ii) assigns to ATEL all of CIT's right, title, interest and obligations in, to and under the Lease, pursuant to a Purchase Agreement dated as of November 26, 1999, an Assignment and Assumption Agreement, to be dated on or about November 24, 1999, and a Bill of Sale to be issued in connection therewith.

3. From and after the Effective Date, Lessee agrees that all of its obligations under the Lease, including indemnities under the Lease, and all of its covenants with respect to insurance thereunder, if any, and under insurance certificates, if any, with respect to the Equipment shall inure to the benefit of ATEL, its employees, agents, successors and assigns pursuant to the terms of the Lease.

4. Schedule A to the Lease dated as of June 30, incorrectly attributed the locomotive unit road number 8598 ("Unit 8598") where, in fact the Unit 8598 is the sole the property of ATEL and CIT disclaims any right, title or interest in or to such Unit.

5. Lessee and Lessor hereby amend Schedule A to the Lease to reflect the ownership of the CIT Units and ATEL Units as described in Schedule 1 attached hereto and incorporated herein by this reference.

6. Lessee hereby agrees to execute a Memorandum of Lease and Assignment and Amendment substantially in the form of Exhibit "A" attached hereto.

7. This Notice and Acknowledgment and Amendment may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument. This Notice and Acknowledgment shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance, without giving effect to principles of conflict of laws (other than Section 5-1401 of Title 14 of the New York General Obligations Law).

8. All the terms and conditions of the Lease shall continue in full force and effect except as expressly amended herein

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

IN WITNESS WHEREOF, the parties have caused this Notice and Acknowledgment to be executed by their duly authorized officers as of the date first above written.

THE CIT GROUP/EQUIPMENT  
FINANCING, INC.

By: Nancy A. Nardella  
Name: NANCY A N NARDELLA  
Title: Vice President

ATEL LEASING CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

6. Lessee hereby agrees to execute a Memorandum of Lease and Assignment and Amendment substantially in the form of Exhibit "A" attached hereto.

7. This Notice and Acknowledgment and Amendment may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument. This Notice and Acknowledgment shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance, without giving effect to principles of conflict of laws (other than Section 5-1401 of Title 14 of the New York General Obligations Law).

8. All the terms and conditions of the Lease shall continue in full force and effect except as expressly amended herein

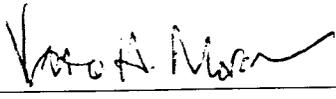
9. All capitalized terms used herein and not otherwise defined shall have the same meaning as in the Lease.

IN WITNESS WHEREOF, the parties have caused this Notice and Acknowledgment to be executed by their duly authorized officers as of the date first above written.

THE CIT GROUP/EQUIPMENT  
FINANCING, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ATEL LEASING CORPORATION

By:   
Name: Vasco H. Morais  
Title: Senior Vice President

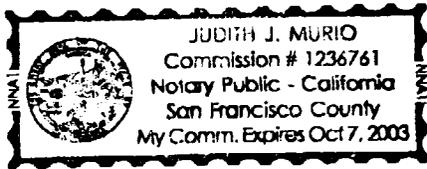


STATE OF CALIFORNIA }  
COUNTY OF SAN FRANCISCO }

ss.

On October 12, 2000, before me, Judith J. Murio, the undersigned Notary Public, personally appeared Vasco H. Morais, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



*Judith J. Murio*  
Judith J. Murio, Notary Public  
Commission Number 1236761

My Commission expires: October 7, 2003

(Notarial Seal)

(This Notary Acknowledgment is an attachment to  
Memorandum of Lease and Assignment and Amendment  
dated November 23, 1999

ACKNOWLEDGED AND AGREED TO  
this \_\_\_\_ day of November, 1999

THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY

By: *[Signature]*  
Name: \_\_\_\_\_  
Title: *[Signature]*

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.

NYC1 #207709 v1

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached Notice and Acknowledgment and Amendment of Lease with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/4/00



\_\_\_\_\_  
Robert W. Alvord