

BNSF



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NEXT DAY DELIVERY

April 27, 2001

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N. W., Room 704
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe
Railway Company Amended and Restated
Lease of Railroad Equipment dated
December 28, 2000, BN Docket No. 10644

RECORDATION NO. 10255-H FILED
MAY 01 '01 4-30 PM

Dear Mr. Williams:

SURFACE TRANSPORTATION BOARD

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three original copies of the document described below:

Memorandum of Amended and Restated Lease of Railroad Equipment, made and entered into as of December 28, 2000, by and between LIC Associates (as successor-in-interest to State Street Bank and Trust Company (the successor to Connecticut Bank and Trust Company), not in its individual capacity but solely as Trustee (the "Trustee") under a Trust Agreement No. 1 dated as of February 1, 1979, with General Electric Credit Company (predecessor-in-interest to General Electric Capital Corporation) and Connell Rice & Sugar Co., Inc. (Connell Leasing Company Division) (predecessor-in-interest to Connell Finance Company, Inc.) as Owners), as Lessor ("Lessor"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation (formerly known as Burlington Northern Railroad Company, the successor to Burlington Northern Inc.), as Lessee ("Lessee").

As one of the attorney representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary document to which the Memorandum of Amended and Restated Lease of Railroad Equipment is connected is the Lease of Railroad Equipment No. 1 dated as of February 1, 1979, which was recorded on April 4, 1979 at 1:40 p.m. as Recordation No. 10255-B.

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The names and addresses of the parties to the enclosed documents are as follows:

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131-2828
Attn: Assistant Vice President
Finance and Treasurer

Lessor: LIC Associates
c/o General Electric Capital Corporation
120 Long Ridge Rd.
Stamford, CT 06927
Attn: Manager of Rail Operations

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Lease of Railroad Equipment consists of 37 SD40-2 Locomotives bearing the reporting marks BNSF 7161 through BNSF 7166, inclusive, BNSF 7889 through BNSF 7898, inclusive, BNSF 7900 through BNSF 7906, inclusive, BNSF 7908 through BNSF 7916, inclusive, BNSF 7918 through BNSF 7921, inclusive, and BNSF 7923.

A fee of twenty-six dollars (\$26.00) is enclosed. Please time and date stamp the enclosed copies along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Craig N. Smetko
The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

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

Memorandum of Amended and Restated Lease of Railroad Equipment, made and entered into as of December 28, 2000, by and between LIC Associates (as successor-in-interest to State Street Bank and Trust Company (the successor to Connecticut Bank and Trust Company), not in its individual capacity but solely as Trustee (the "Trustee") under a Trust Agreement No. 1 dated as of February 1, 1979, with General Electric Credit Company (predecessor-in-interest to General Electric Capital Corporation) and Connell Rice & Sugar Co., Inc. (Connell Leasing Company Division) (predecessor-in-interest to Connell Finance Company, Inc.) as Owners), as Lessor ("*Lessor*"), and The Burlington Northern

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and Santa Fe Railway Company, a Delaware corporation (formerly known as Burlington Northern Railroad Company, the successor to Burlington Northern Inc.), as Lessee ("*Lessee*"), covering 37 SD40-2 Locomotives bearing the reporting marks BNSF 7161 through BNSF 7166, inclusive, BNSF 7889 through BNSF 7898, inclusive, BNSF 7900 through BNSF 7906, inclusive, BNSF 7908 through BNSF 7916, inclusive, BNSF 7918 through BNSF 7921, inclusive, and BNSF 7923. The Memorandum of Amended and Restated Lease of Railroad Equipment is related to the Lease of Railroad Equipment No. 1 dated as of February 1, 1979, which was recorded on April 4, 1979 at 1:40 p.m. as Recordation No. 10255-B.

If you have any questions or need further information, please do not hesitate to contact the undersigned at (817) 352-3465.

Very truly yours,



Craig N. Smetko
Associate General Counsel

Enclosures

**MEMORANDUM OF AMENDED AND RESTATED
LEASE OF RAILROAD EQUIPMENT**

SURFACE TRANSPORTATION BOARD

Memorandum of Amended and Restated Lease of Railroad Equipment, made and entered into as of December 28, 2000, by and between LIC Associates (as successor-in-interest to State Street Bank and Trust Company (the successor to Connecticut Bank and Trust Company), not in its individual capacity but solely as Trustee (the "Trustee") under a Trust Agreement No. 1 dated as of February 1, 1979, with General Electric Credit Company (predecessor-in-interest to General Electric Capital Corporation) and Connell Rice & Sugar Co., Inc. (Connell Leasing Company Division) (predecessor-in-interest to Connell Finance Company, Inc.) as Owners), as Lessor ("Lessor"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation (formerly known as Burlington Northern Railroad Company, the successor to Burlington Northern Inc.), as Lessee ("Lessee").

WITNESSETH:

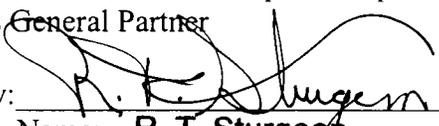
1. The undersigned have entered into that certain Lease of Railroad Equipment dated as of February 1, 1979, which was recorded with the Surface Transportation Board pursuant to the predecessor of Section 11301 of Title 49 of the United States Code on April 4, 1979 at 1:40 p.m. and assigned Recordation No. 10255-B (the "Lease Agreement").

2. The undersigned have entered into that certain Amended and Restated Lease of Railroad Equipment, dated as of December 28, 2000, whereby the terms and provisions of the above-described Lease Agreement have been amended and restated and are applicable to that certain railroad rolling stock bearing reporting marks as listed on Exhibit A attached hereto.

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.

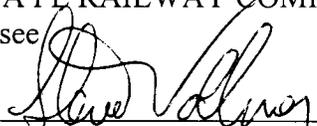
(CORPORATE SEAL)

LIC ASSOCIATES, as Lessor
By General Electric Capital Corporation,
Its General Partner

By: 
Name: **R. T. Sturgeon**
Title: **Manager-Operations**

(CORPORATE SEAL)

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY
as Lessee

By: 
Name: **L. Steven Vollmer**
Title: **General Director - Finance**

STATE OF Connecticut)
)
COUNTY OF Fairfield) SS.: Stamford

On this 28th day of March, 2001, before me personally appeared Richard T. Sturgeon, to me personally known, who being by me duly sworn, says that he/she is Manager Operations of GENERAL ELECTRIC CAPITAL CORPORATION, the general partner of LIC Associates, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gloop
Name: **GLEND A S. LOOP**
Notary Public **NOTARY PUBLIC**
My Commission Expires: **MY COMMISSION EXPIRES OCT. 31, 2002**
Residing in Stamford

STATE OF Texas)
)
COUNTY OF Tarrant) SS.:

On this 24 day of April, 2001, before me personally appeared L. Shawn Velton, to me personally known, who being by me duly sworn, says that he/she is Jim Velton, Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Tina M. Mailhos
Name: Tina M. Mailhos
Notary Public
My Commission Expires: 7-16-02
Residing in Fort Worth, TX

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
SD40-2 Locomotives	37	BNSF 7161 through BNSF 7166, inclusive, BNSF 7889 through BNSF 7898, inclusive, BNSF 7900 through BNSF 7906, inclusive, BNSF 7908 through BNSF 7916, inclusive, BNSF 7918 through BNSF 7921, inclusive and BNSF 7923.