



GE Transportation
Systems

Michael J. Baughman
Director

General Electric Company
2901 East Lake Road, Erie, PA 16531
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RECORDATION NO. 23145 FILED

OCT 4 '00 3:40 PM

SURFACE TRANSPORTATION BOARD

September 29, 2000

VIA FEDERAL EXPRESS



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

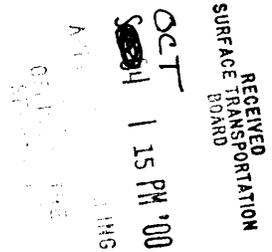
Subject: Recordation of Locomotive Lease

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11301 and the regulations thereunder, are duplicate originals of a Memorandum of Interim User Agreement (the "Locomotive Lease"), dated as of August 31, 2000 between General Electric Company ("Lessor") and The Burlington Northern and Santa Fe Railway Company ("Lessee"). This is a Primary filing.

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

LESSOR:	General Electric Company 2901 East Lake Road Building 14-500 Erie, Pennsylvania 16531
LESSEE:	The Burlington Northern and Santa Fe Railway Company 2500 Lou Menk Drive Ft. Worth, Texas 76131



A general description of the locomotives covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$26.00 for the required recording fee.

23145

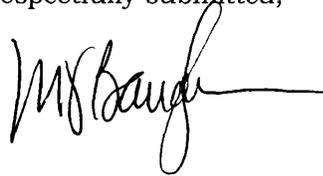
The undersigned is Counsel to General Electric Company. Please return one original of the enclosed document, stamped to evidence filing, to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-500, Erie, Pennsylvania 16531.

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

PRIMARY DOCUMENT

Memorandum of Interim User Agreement dated as of August 31, 2000 between General Electric Company and The Burlington Northern and Santa Fe Railway Company relating to fifty (50) General Electric Company Model Dash 9-44 CW Diesel Electric Locomotives, bearing road numbers 5370-5419, inclusive.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "M. Baughman", with a horizontal line extending to the right.

Enclosure

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OCT 4 '00 3-40 PM

SURFACE TRANSPORTATION BOARD

SCHEDULE I

Description of Locomotives

<u>Number of Locomotives</u>	<u>Type of Equipment</u>	<u>Road Numbers</u>
50	General Electric Model Dash 9-44 CW Diesel Electric Locomotives	5370-5419 (inclusive)

MEMORANDUM OF INTERIM USER AGREEMENT

As of the 31st day of August, 2000, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations ("Lessor"), The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee"), and BN Leasing Corporation, a Delaware corporation ("BNL"), entered into an Interim User Agreement by which the fifty (50) General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee.

Road Numbers

5370-5419, inclusive

Model

Model Dash 9-44 CW

In witness whereof, the parties have executed this Memorandum of Interim User Agreement as of the day and year first above written.

Attest:

**THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY**

Jeffrey T. Williams
Assistant Secretary

By: *Linda J. Hurt*
Linda J. Hurt, Assistant Vice President-
Finance and Assistant Treasurer

Attest:

GENERAL ELECTRIC COMPANY

M. J. Baughman
M. J. Baughman, Attesting Secretary

By: *Clifton Anderson*
Clifton Anderson, Manager Global
Commercial Finance

Attest:

BN LEASING CORPORATION

Jeffrey T. Williams
Assistant Secretary

By: *Linda J. Hurt*
Linda J. Hurt, Assistant Vice President
and Assistant Treasurer

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BNSF Memo of I.U.A. 092100

SURFACE TRANSPORTATION BOARD

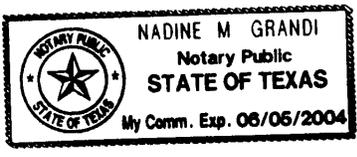


State of Texas }
County of Tarrant }

On this 24th day of September, 2000, before me personally appeared Linda J. Hurt, to me personally known, who, being by me duly sworn, says that he/she is Assistant Vice President and Assistant Treasurer of BN Leasing Corporation, that the foregoing instrument was executed 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.

[NOTARIAL SEAL] Nadine M. Grandi
Notary Public

My Commission expires: 06/05/2004

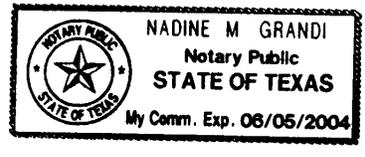


State of Texas }
County of Tarrant }

On this 24th day of September, 2000, before me personally appeared Linda J. Hurt, to me personally known, who, being by me duly sworn, says that he/she is Assistant Vice President-Finance and Assistant Treasurer of The Burlington Northern and Santa Fe Railway Company, that the foregoing instrument was executed 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.

[NOTARIAL SEAL] Nadine M. Grandi
Notary Public

My Commission expires: 06/05/2004



Commonwealth of Pennsylvania }
County of Erie }

On this 28th day of September, 2000, before me personally appeared Clifton Anderson, to me personally known, who, being by me duly sworn, says that he is Manager, Global Commercial Finance of General Electric Company, that the foregoing instrument was executed 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.

[NOTARIAL SEAL] Carol A. Wahlen
Notary Public

My Commission expires:

