



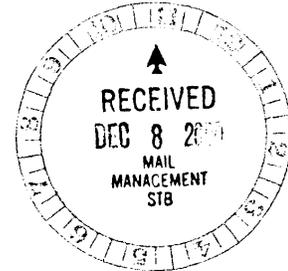
RECORDATION NO. 23260 FILED

DEC 19 '00 10-33 AM
TS
SURFACE TRANSPORTATION BOARD

Electro-Motive Division General Motors Corporation, LaGrange, Illinois 60525 (708) 387-6000

December 7, 2000

Surface Transportation Board
Office of Recordations
1925 K Street NW
Washington D.C. 20423



Dear Sir or Madam:

Enclosed for recordation are an original and one counterpart of a Memorandum of Interim Lease Agreement dated October 16, 2000.

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

Owner: Electro-Motive Division,
General Motors Corporation
9301 W. 55th Street
LaGrange, Illinois 60525

User: The Burlington Northern and Santa Fe Railway Company
2600 Lou Menk Drive
Fort Worth, Texas 76131

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

Five (5) SD70MAC Locomotives bearing the following identification numbers:
8985, 8986, 8987, 8988, and 8989.

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 documents to the undersigned. A return Fed-Ex envelope is provided.

Very truly yours,
Kathryn J. Ziccarelli
Kathryn J. Ziccarelli
Divisional Contracts Administrator
Dept. 101
Electro-Motive Division
General Motors Corporation
9301 W. 55th Street
LaGrange, Illinois 60525

708-387-5128



Electro-Motive Division General Motors Corporation, LaGrange, Illinois 60525 (708) 387-6000

December 13, 2000

Taledia Stokes
Surface Transportation Board
Office of Recordations
1925 K Street NW
Washington D.C. 20423

RECORDATION NO. 23260 FILED

DEC 19 '00 10-33 AM

SURFACE TRANSPORTATION BOARD

Dear Taledia:

Per our conversation this morning, I am forwarding a Brief Summary to amend the cover letter sent to you on December 7, 2000 regarding the recording of a Memorandum of Interim Lease Agreement dated October 16, 2000 between Electro-Motive Division and The Burlington Northern and Santa Fe Railway Company.

A Brief Summary of the Document to appear in the index follows:

Memorandum of Interim Lease Agreement between Electro-Motive Division, Owner, and The Burlington Northern and Santa Fe Railway Company, User, covering five (5) SD70MAC Locomotives bearing the road numbers 8985, 8986, 8987, 8988 and 8989.

Kindly return one stamped copy of the enclosed documents to the undersigned. A return Fed-Ex envelope was provided in my previous correspondence.

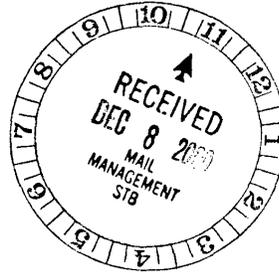
Very truly yours,
Kathryn J. Zicarelli
Kathryn J. Zicarelli
Divisional Contracts Administrator
Dept. 101
Electro-Motive Division
General Motors Corporation
9301 W. 55th Street
LaGrange, Illinois 60525

708-387-5128

RECORDATION NO. 23260 FILED

DEC 19 '00 10-8 3 AM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF INTERIM LEASE AGREEMENT

dated as of October 16, 2000

between

**GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION),
as Owner**

and

**THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY,
as User**

RECORDATION NO. 23260 FILED

DEC 19 '00 10-33 AM

MEMORANDUM OF INTERIM LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF INTERIM LEASE AGREEMENT is made and entered into as of October 16, 2000 by and between **GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION)**, a Delaware corporation ("Owner"), and **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**, a Delaware corporation ("User"), with reference to the following:

1. Owner has agreed to lease to User, and User has agreed to lease from Owner five (5) SD70MAC Locomotives bearing reporting marks and numbers as indicated on Exhibit A attached hereto, all as more particularly described in that certain Interim Lease Agreement dated as of October 16, 2000 (the "Lease"), between Owner and User.
2. The Lease shall be effective as of the execution date thereof and shall be subject to the Term of the Lease, as defined therein.

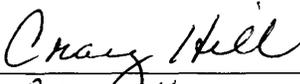
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Interim Lease Agreement to be executed as of the date first above written.

GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION)

By: 
Name: _____
Title: _____

Keith A. McCanless Treasurer Electro-Motive Division General Motors Corporation
--

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By: 
Name: CRAIG HILL
Title: V.P. ENG & MECH.

STATE OF Illinois, County Cook, TO WIT:

On this 16th day of October, 2000, before me personally appeared, Keith A. McCaless to me personally known, who being by me duly sworn, says that he is a Treasurer of GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION), a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on October 16, 2000, 2000 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.

Kathryn J. Zicarelli
Notary Public

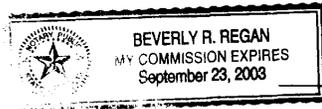
(SEAL)

My Commission Expires:



STATE OF Texas, Tarrant County, TO WIT:

On this 16 day of October, 2000, before me personally appeared, Craig Hill to me personally known, who being by me duly sworn, says that he is VP Eng & Mech of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on 16 October, 2000 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.



Beverly R. Regan
Notary Public

(SEAL)

My Commission Expires:

EXHIBIT A

DESCRIPTION OF LOCOMOTIVES

Five (5) SD70MAC Locomotives bearing the following identification numbers:

8985, 8986, 8987, 8988, and 8989