

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

OF COUNSEL
URBAN A. LESTER

December 23, 2002

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

RECORDATION NO. 24255 FILED
DEC 23 02 2:53 PM
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 Memorandum of Assignment and Purchase, dated as of December 26, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Assignor:	GE Transportation Systems 2901 East Lake Rd, Building 14-5 Erie, Pennsylvania 16531
Assignee/ Secured Party:	ORIX Financial Services, Inc. 600 Town Park Lane 3 rd Floor Kennesaw, GA 30144
Grantor:	BNSF Equipment Acquisition Company, LLC c/o The Burlington Northern and Santa Fe Railway Company 2500 Lou Menk Drive Fort Worth, TX 76131

Mr. Vernon A. Williams
December 23, 2002
Page Two

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

50 locomotives BNSF 4097 - 4146

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

Memorandum of Assignment and Purchase

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF ASSIGNMENT AND PURCHASE

1. Pursuant to the Locomotive Purchase Agreement (the "Agreement") dated as of December 26, 2002 among GENERAL ELECTRIC COMPANY, a New York corporation acting through its Transportation Systems Business Operations ("GE"), ORIX FINANCIAL SERVICES, INC., a New York corporation acting through its Structured Finance Group ("OFS") and BNSF EQUIPMENT ACQUISITION COMPANY, LLC, a Delaware limited liability company ("BEAC"), GE has assigned and sold to OFS its rights, title and interest to certain diesel electric locomotives, including fifty (50) Model Dash 9-44 CW locomotives to bear numbers 4097 - 4146 (the "Locomotives") and BEAC has granted to OFS a security interest and lien on the Locomotives;

2. The addresses of the parties are as follows:

GE Transportation Systems
2901 East Lake Road, Building 14-5
Erie, Pennsylvania 16531

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ORIX Financial Services, Inc.
600 Town Park Lane
3rd Floor
Kennesaw, Georgia 30144

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SURFACE TRANSPORTATION BOARD

BNSF Equipment Acquisition Company, LLC
C/o The Burlington Northern and Santa Fe
Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131

3. The terms and provisions of the Agreement are more particularly set forth in the Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed effective as of December 26, 2002.

[Execution on Next Page]

ORIX FINANCIAL SERVICES, INC.

By: 
Roderick L. Roberts
Senior Vice President

State of Georgia, County of Cobb

On December __, 2002, before me personally appeared Roderick L. Roberts, to me personally known, who being by me duly sworn says that he is Senior Vice President of ORIX FINANCIAL SERVICES, INC., and that he executed the foregoing instrument 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.



Notary Public

My commission expires: **My Commission Expires
March 7, 2006**

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

GENERAL ELECTRIC COMPANY

BY: Richard A. Young
Richard A Young, Manager
Finance & Proposals

Commonwealth of Pennsylvania County of Erie

On December 10, 2002, before me personally appeared Richard A Young, to me personally known, who being by me duly sworn says that he is Manager Finance & Proposals of General Electric Company, and that he executed the foregoing instrument 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.

Deborah A. Kuhns
Notary Public
My commission expires:

Notarial Seal
Deborah A. Kuhns, Notary Public
Erie, Erie County
My Commission Expires Oct. 6, 2003

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY,
as sole member of BNSF Equipment Acquisition Company, LLC

By: Steve Vollmer
L. Steven Vollmer, General
Director – Finance

State of Texas, County of TEXAS

On December 18, 2002, before me personally appeared L. Steven Vollmer, to me personally known, who being by me duly sworn says that he is General Director – Finance, The Burlington Northern and Santa Fe Railway Company, as Sole Member of the BNSF EQUIPMENT ACQUISITION COMPANY, LLC, and that he executed the foregoing instrument 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.

Joyia E. Simmons
Notary Public
My commission expires:

[NOTARIAL SEAL]

