

**BURLINGTON NORTHERN INC.**

RECORDATION NO. 6032-F Filed 1425

October 15, 1984

OCT 19 1984 2 05 PM

INTERSTATE COMMERCE COMMISSION

4-293A130

James H. Bayne, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

No. \_\_\_\_\_  
Date OCT 19 1984

Fee \$ 10.00

ICC OFFICE OF  
THE SECRETARY  
OCT 19 1 53 PM '84  
MOTOR OPERATING UNIT

Dear Secretary Bayne:

ICC Washington, D.C.

Enclosed for filing pursuant to Section 11303 of the Interstate Commerce Act are three counterparts of the Bill of Sale by which all right, title and interest in and to the presently existing equipment covered by the Great Northern Railway Third Equipment Trust of 1968 is conveyed to Burlington Northern Railroad Company.

The Agreement constituting the above Equipment Trust was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned recordation numbers as follows:

Great Northern Railway Third Equipment Trust of 1968 dated as of December 1, 1968 with Burlington Equipment Company as builder was recorded with the Interstate Commerce Commission on December 19, 1968 - ICC Recordation No. 6032.

A general description of the equipment covered by the enclosed Bill of Sale is described in Schedule "A" of said document.

The names and addresses of the parties to this transaction are:

Citibank, N.A.  
Corporate Trust Department  
5 Hanover Square  
New York, NY 10043

Burlington Northern Railroad Company  
3800 Continental Plaza  
777 Main Street  
Ft. Worth, TX 76102

The \$10.00 recordation fee for your services is enclosed.

*Handwritten signature/initials on the left margin.*

Letter to Secretary Bayne  
Page 2

Please stamp the enclosed copy of this letter and two counterparts of the agreement with the recordation data of the Commission and return it to the bearer of this letter:

Mr. Greg Rhoads  
Kunkel Transportation Services, Inc.  
Pennsylvania Building, Suite 523  
425 - 13th Street, N.W.  
Washington, D.C.

Very truly yours,



Deborah Blucher  
Secretary to the  
Law Department  
(206) 467-3869

Enclosures

DSB:db

SUPPLEMENTAL AGREEMENT XXX  
(Trust Group 5)

RECORDATION NO. *6033-K* Filed 1425 (G)  
DEC 06 1979 - 2 10 PM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT dated as of December 1, 1979,  
between MANUFACTURERS HANOVER TRUST COMPANY, a New York  
corporation, as Agent (the "Agent"), and TRAILER TRAIN COMPANY,  
a Delaware corporation, (the "Company").

WHEREAS, the Trustee and the Company have entered into the  
Equipment Trust Agreements and supplements thereto described in  
Schedule A attached hereto (hereinafter collectively called  
"Trust Agreement"); and

WHEREAS, in compliance with the Trust Agreements funds have  
been deposited or will be deposited by the Company with the  
Trustee for the equipment described in Schedule B attached hereto  
and previously declared destroyed by the Company (said destroyed  
equipment being hereinafter called "Destroyed Equipment"); and

WHEREAS, the Company desires to purchase the equipment  
described in Schedule C attached hereto (hereinafter called  
"Replacement Equipment") as provided in the Trust Agreements:

NOW, THEREFORE, THIS SUPPLEMENTAL AGREEMENT WITNESSETH:

Title to the Destroyed Equipment is hereby assigned and  
transferred to the Company by the Trustee and is no longer subject  
to the terms and conditions of the Trust Agreements.

The Replacement Equipment is hereby subjected to the terms  
and conditions of the Trust Agreements in compliance therewith.

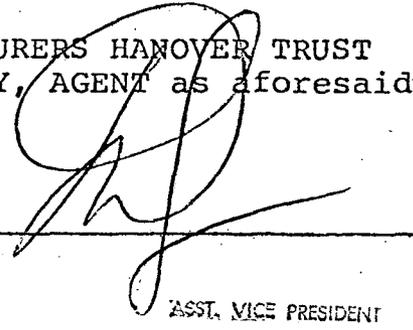
The Company will cause this Supplemental Agreement to be recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 (a).

This Supplemental Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the agent and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

MANUFACTURERS HANOVER TRUST  
COMPANY, AGENT as aforesaid

By \_\_\_\_\_



ASST. VICE PRESIDENT

ATTEST:



ASSISTANT SECRETARY

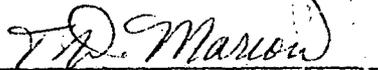
TRAILER TRAIN COMPANY

By \_\_\_\_\_



Treasurer

ATTEST:

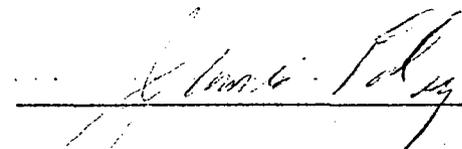


Assistant Secretary

STATE OF NEW YORK )  
                          ) SS:  
COUNTY OF NEW YORK )

On this 4<sup>th</sup> day of December, 1979, before me personally  
appeared W. B. DODGE to me personally known, who,  
being by me duly sworn, says that he is ASST. VICE PRESIDENT

of Manufacturers Hanover Trust Company, that  
one of the seals affixed to the foregoing instrument is the corporate  
seal of said corporation, that said instrument was signed and  
sealed 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.

  
\_\_\_\_\_  
JAMES FOLEY  
Notary Public, State of New York  
No. 31-0-00000  
Qualified in New York County  
Commission Expires March 03, 1980

STATE OF ILLINOIS    )  
                          )  
COUNTY OF COOK     )    ss.:

On this *3rd* day of December, 1979 before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

*Alonzo Kravitz*  
Notary Public



My Commission Expires: *October 12, 1982*

SCHEDULE A

ORIGINAL RECORDATION

SUBSEQUENT RECORDATION

IES	ORIGINAL RECORDATION		RECORDATION NUMBER	SUBSEQUENT RECORDATION						
	<u>DATED</u>	<u>DATE OF ICC RECORDING</u>		<u>DATED</u>	<u>DATE OF ICC RECORDING</u>	<u>RECORDATION NUMBER</u>				
5	5/15/65	6/01/65	3361	8/30/65	10/05/65	3361-A				
				9/30/67	10/03/67	3361-B				
				9/30/68	9/26/68	3361-C				
				9/15/70	9/25/70	3361-D				
				11/15/72	11/27/72	3361-E				
				10/15/73	10/30/73	3361-F				
				1/24/75	3/06/75	3361-G				
				12/01/77	12/09/77	3361-H				
				10/31/77	2/13/78	3361-I				
6	2/15/66	3/18/66	3565-A	9/30/67	10/03/67	3565-B				
				11/15/72	11/27/72	3565-C				
				10/15/73	10/30/73	3565-D				
				1/24/75	3/06/75	3565-F				
				12/01/77	12/09/77	3565-G				
				10/31/77	2/13/78	3565-H				
				9	11/01/66	11/21/66	4102	11/15/66	12/20/66	4102-A
								11/15/72	11/27/72	4102-B
10/15/73	10/30/73	4102-C								
1/24/75	3/06/75	4102-D								
12/01/77	12/09/77	4102-E								
10/31/77	2/13/78	4102-F								
11	12/01/66	11/03/67	4163	9/30/68	9/26/68	4163-A				
				11/15/72	11/27/72	4163-B				
				10/15/73	10/30/73	4163-C				
				1/24/75	3/06/75	4163-D				
				12/01/77	12/09/77	4163-E				
				10/31/77	2/13/78	4163-F				

ORIGINAL RECORDATION

SUBSEQUENT RECORDATION

SERIES	ORIGINAL RECORDATION			SUBSEQUENT RECORDATION		
	DATED	DATE OF ICC RECORDING	RECORDATION NUMBER	DATED	DATE OF ICC RECORDING	RECORDATION NUMBER
12	12/15/66	11/03/67	4162	9/01/69	12/04/69	4162-A
				11/15/72	11/27/72	4162-B
				10/15/73	10/30/73	4162-C
				1/24/75	3/06/75	4162-D
				12/01/77	12/09/77	4162-E
				10/31/77	2/13/78	4162-F
15	11/01/67	10/27/67	4575	11/15/67	11/21/67	4575-A
				9/30/68	9/26/68	4575-B
				9/15/70	9/25/70	4575-C
				11/15/72	11/27/72	4575-D
				10/15/73	10/30/73	4575-E
				1/24/75	3/06/75	4575-F
				12/01/77	12/09/77	4575-G
				10/31/77	2/13/78	4575-H
16	12/01/67	1/09/68	4699	9/15/70	9/25/70	4699-A
				11/15/72	11/27/72	4699-B
				10/15/73	10/30/73	4699-C
				1/24/75	3/06/75	4699-D
				12/01/77	12/09/77	4699-E
				10/31/77	2/13/78	4699-F
17	2/01/68	3/18/68	4798	5/01/69	5/26/69	4798-A
				11/15/72	11/27/72	4798-B
				10/15/73	10/30/73	4798-C
				1/24/75	3/06/75	4798-D
				12/01/77	12/09/77	4798-E
				10/31/77	2/13/78	4798-F
18	4/15/68	5/10/68	4861	5/01/69	5/26/69	4861-A
				11/15/72	11/27/72	4861-D
				10/15/73	10/30/73	4861-E
				1/24/75	3/06/75	4861-F
				12/01/77	12/09/77	4861-G
				10/31/77	2/13/78	4861-H

SCHEDULE A

ORIGINAL RECORDATION

SUBSEQUENT RECORDATION

RIES	ORIGINAL RECORDATION		RECORDATION NUMBER	SUBSEQUENT RECORDATION		
	DATED	DATE OF ICC RECORDING		DATED	DATE OF ICC RECORDING	RECORDATION NUMBER
19	8/15/68	9/10/68	5029	8/01/69	12/04/69	5029-A
				9/15/70	9/25/70	5029-B
				3/26/71	3/25/70	5029-C
				11/15/72	11/27/72	5029-E
				7/31/73	8/01/73	5029-F
				10/15/73	10/30/73	5029-G
				1/24/75	3/06/75	5029-H
				12/01/77	12/09/77	5029-I
				10/31/77	2/13/78	5029-J
20	11/15/68	12/20/68	6033	8/01/69	12/04/69	6033-A
				11/15/72	11/27/72	6033-C
				10/15/73	10/30/73	6033-D
				1/24/75	3/06/75	6033-E
				12/01/77	12/09/77	6033-F
				10/31/77	2/13/78	6033-H

SECTION B  
TRUST GROUP # 5

DESTROYED EQUIPMENT

<u>Agreement #</u>	<u>Car Type</u>	<u>Car Number</u>	<u>Car Value</u>
Series 5 (5/15/65)	89' FC	600 406	\$ 12,241.75
	89' FC	901 963	12,944.38
	89' FC	600 345	12,962.14
	89' FC	912 255	13,651.39
	89' FC	150 958	13,350.05
	89' FC	912 290	13,426.99
	89' FC	150 677	12,434.61
	89' FC	150 876	13,474.33
			<u>104,485.64</u>
Series 11 (12/1/66)	89' FC	601 557	16,075.23
	89' FC	154 283	16,226.07
	89' FC	154 232	15,751.16
	60' FC	092 065	17,308.40
	89' FC	907 077	15,162.62
	89' FC	092 098	15,647.37
			<u>96,170.85</u>
Series 12 (12/15/66)	89' FC	154 410	17,185.82
	89' FC	930 144	16,161.30
	89' FC	930 093	15,177.87
	89' FC	154 389	14,821.77
	89' FC	930 063	14,870.07
			<u>78,216.83</u>
Series 15 (11/1/67)	89' FC	907 768	18,591.94
	89' FC	907 880	19,768.43
	89' FC	907 567	19,897.18
	89' FC	907 608	16,818.25
	60' FC	092 776	18,109.19
			<u>93,184.99</u>
Series 16 (12/1/67)	89' FC	905 064	17,932.25
	89' FC	905 166	17,996.18
	89' FC	930 999	18,131.34
	89' FC	907 993	18,676.06
	89' FC	908 132	18,428.15
	89' FC	908 031	17,515.39
			<u>108,679.37</u>
Series 17 (2/1/68)	89' FC	155 507	16,966.88
	89' FC	931 117	17,188.32
	89' FC	908 412	14,589.10
	89' FC	908 312	18,131.91
			<u>66,876.21</u>
Series 18 (4/15/68)	89' FC	602 415	19,697.59
	89' FC	602 495	15,640.26
	89' FC	602 404	20,454.55
	89' FC	602 519	17,640.70
	60' FC	093 201	16,743.36
	60' FC	093 269	15,225.10
	60' FC	093 311	19,578.21
	60' FC	093 320	19,460.45
	60' FC	093 429	18,661.20
			<u>163,101.42</u>

SCHEDULE B  
TRUST GROUP # 5

DESTROYED EQUIPMENT

<u>Agreement #</u>	<u>Car Type</u>	<u>Car Number</u>	<u>Car Value</u>
Series 19 (8/15/68)	89' FC	155 691	\$ 19,286.93
	89' FC	931 315	23,084.17
	89' FC	931 333	22,932.97
	89' FC	961 162	16,118.64
	89' FC	908 448	19,809.33
	89' FC	908 462	18,862.08
			<u>120,094.12</u>
Series 20 (11/15/68)	89' FC	961 447	18,311.73
	89' FC	961 449	17,088.47
	89' FC	908 709	15,695.95 (77 Partial)
	89' FC	972 231	17,292.68 (Partial)
			<u>68,388.83</u>
			<u>\$899,198.26</u>

SCHEDULE C  
 TRUST GROUP 5, SUPPLEMENT XXX  
REPLACEMENT EQUIPMENT

<u>Car Description</u>	<u>Quantity</u>	<u>Car Numbers (Incl.)</u>	<u>Unit Cost</u>	<u>Total Cost</u>
<u>Thrall Car Manufacturing Co.</u>				
68", 100-ton capacity, hydraulic draft gear, flush deck flatcars and bulkheads	7	81661-81667	\$51,800.00	\$362,600.00
<u>Pullman Standard</u>				
89'4", 70-ton capacity, hydraulic draft gear, flush deck all purpose flatcars	11	991424-991434	48,781.66	536,598.26
	<u>18</u>			<u>\$899,198.26</u>