



BURLINGTON NORTHERN

Frank S. Farrell
Vice President-Law

No. **8-345A010**

Date **DEC 11 1978**

Fee \$ **50.00**

ICC Washington, D. C. RECORDATION NO. **9895** Filed 1425

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Office of the Secretary
Interstate Commerce Commission
Washington, D.C. 20423

DEC 11 1978 - 8 55 AM
December 8, 1978
INTERSTATE COMMERCE COMMISSION

Gentlemen:

There is submitted herewith, for filing with the Commission pursuant to Section 20c of the Interstate Commerce Act, three original counterparts of Agreement, dated as of December 1, 1978, between First Trust Company of Saint Paul, as Trustee and Burlington Northern Inc., constituting Burlington Northern Inc. Equipment Trust of 1978, Series 2.

Enclosed is a check payable to the order of the Commission for \$50.00 in payment of the recordation fee.

The names and addresses of the parties to the enclosed equipment trust agreement and the respective capacities of said parties thereunder are as follows:

Equipment Trust Agreement

Trustee: First Trust Company of Saint Paul
332 Minnesota Street
St. Paul, Minnesota 55101

Guarantor: Burlington Northern Inc.
176 East Fifth Street
St. Paul, Minnesota 55101

A general description of the equipment covered by the enclosed equipment trust agreement is as follows:

- 500 Open-top covered hopper cars, 100-ton capacity Bethlehem Steel Corp., Builder, Road Nos. BN 528900 to 529399, both inclusive.
- 25 Airslide covered hopper cars, 100-ton capacity General American Transportation Corp., Builder, Road Nos. 410515 to 410539

Paul Snyder

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DEC 11 8 49 AM '78

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Office of the Secretary
December 8, 1978
Page 2

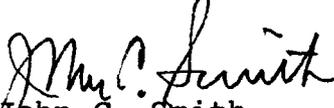
Each unit of equipment described above will have fastened on each side thereof a metal plate bearing the following words, or such words will be otherwise plainly, distinctly, permanently and conspicuously marked on each side thereof, in either case, in letters not less than one inch in height:

"OWNED BY A BANK OR TRUST COMPANY UNDER A
SECURITY AGREEMENT FILED UNDER THE INTERSTATE
COMMERCE ACT, SECTION 20c."

Such equipment will also be lettered "Burlington Northern Inc.", "Burlington Northern", "BNI" or "BN", or in some other appropriate manner for the purpose of identification of the leasehold interest of Burlington Northern Inc. therein.

Please return to the individual presenting these documents for recordation, Mrs. Carolyn H. Kunkel, two of the enclosed documents, stamped and bearing notation as provided in Section 57.5(a) of the Commission's regulations.

Very truly yours,


John C. Smith

JCS:jt
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

12/11/78

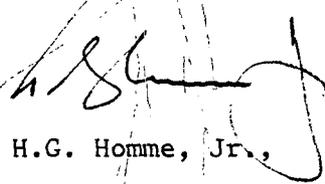
OFFICE OF THE SECRETARY

John C. Smith
Burling Northern, Inc.
176 East Fifth Street
St. Paul, Minnesota 55101

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 12/11/78 at 8:55am and assigned recordation number(s) 9895

Sincerely Yours,



H.G. Homme, Jr.,
Secretary

Enclosure(s)

SE-30-T
(2/78)

9895

RECORDATION NO. Filed 1425

DEC 11 1978 - 8 55 AM

INTERSTATE COMMERCE COMMISSION

**BURLINGTON NORTHERN INC.
EQUIPMENT TRUST OF 1978**

SERIES 2

EQUIPMENT TRUST AGREEMENT

Dated as of December 1, 1978

By and Between

**FIRST TRUST COMPANY OF SAINT PAUL,
*Trustee***

and

BURLINGTON NORTHERN INC.

TABLE OF CONTENTS

	PAGE
ARTICLE I Definitions	6
ARTICLE II Trust Certificates and Issuance Thereof	8
ARTICLE III Acquisition of Trust Equipment by Trustee; Deposited Cash	12
ARTICLE IV Lease of Trust Equipment to the Company	15
ARTICLE V Remedies in Event of Default	24
ARTICLE VI Additional Covenants and Agreements by the Company	31
ARTICLE VII The Trustee	33
ARTICLE VIII Miscellaneous	40