

Executed in 7 Counterparts of
which this is Counterpart No. 3.

BURLINGTON NORTHERN INC.
EQUIPMENT TRUST OF 1970, SERIES RECORDATION NO. 58091 ~~0~~
FILE # Recorded

APR 6 1976 - 11 15 AM

Supplemental Lease of Equipment INTERSTATE COMMERCE COMMISSION

AGREEMENT dated as of the 1st day of March, 1976,
between THE CHASE MANHATTAN BANK (National Association), a
national banking association duly organized and existing under
the laws of the United States of America (hereinafter called
the "Trustee"), party of the first part, and BURLINGTON
NORTHERN INC., a corporation duly organized and existing under
the laws of the State of Delaware, party of the second part,

WHEREAS, by a certain Agreement dated as of August
1, 1970, executed by The Chase Manhattan Bank (National
Association), Trustee, and the Company, there was established
"Burlington Northern Inc. Equipment Trust of 1970, Series 1";
and

WHEREAS, by the terms of the Lease contained in
ARTICLE FIVE of said Equipment Trust Agreement, between the
parties hereto, the Trustee did lease to the Company the
railroad equipment described in SCHEDULE A to said Equipment
Trust Agreement; and

WHEREAS, certain of the cars included in the rail-
road equipment so described have been destroyed by accident
and the Company pursuant to ARTICLE FIVE, SECTION 5.07 of
said Equipment Trust Agreement, has deposited in cash with
the Trustee, pending replacement of such destroyed equipment
the fair value as of the date of destruction of the Trust

Equipment destroyed; and

WHEREAS, pursuant to the provisions of said Agreement, there is being transferred to the Trustee, for replacement purposes, title to two (2) insulated box cars bearing Burlington Northern road Nos. 747426 and 747427, which are to be delivered to the Company as part of the equipment included in said Trust; and

WHEREAS, pursuant to said ARTICLE FIVE, SECTION 5.07 of said Equipment Trust Agreement, the parties desire to subject said insulated box cars to the terms and conditions of said Lease;

NOW, THEREFORE, it is agreed:

1. That pursuant to the provisions of ARTICLE FIVE, SECTION 5.07 of said Equipment Trust Agreement dated the 1st day of August, 1970, the Trustee has let and leased, and does hereby let and lease, to the Company said two (2) insulated box cars bearing Burlington Northern road Nos. 747426 and 747427, under and subject to all the terms and conditions of said Equipment Trust Agreement dated the 1st day of August, 1970, and the Company does hereby agree to accept delivery and possession of said insulated box cars thereunder.

2. Said cars Nos. 747426 and 747427 shall be deemed to be a portion of the Trust Equipment leased by the Trustee to the Company under said Equipment Trust Agreement

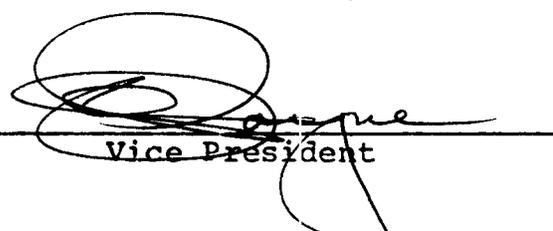
in all respects as if the same had been so delivered to the Company simultaneously with the execution and delivery of said Equipment Trust Agreement, and shall be subject to all the terms and conditions of that said Equipment Trust Agreement.

3. It is understood and agreed that except as otherwise provided in said Equipment Trust Agreement dated August 1, 1970, the title to and ownership of said cars Nos. 747426 and 747427 shall be reserved to and remain in the Trustee, notwithstanding the delivery of the same to and the possession and use thereof by the Company.

IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these presents to be signed and their respective corporate names and their respective corporate seals to be affixed hereto and attested, as of the day and year first above written.

THE CHASE MANHATTAN BANK
(National Association), as Trustee

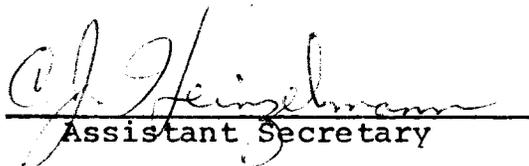
By



Vice President

(SEAL)

ATTEST:



Assistant Secretary

BURLINGTON NORTHERN INC.

By W.K. Bush
Vice President

(SEAL)

ATTEST:

E. F. Steindahl
Assistant Secretary

