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RECORDATION NO. 589-F Filed & Recorded

MAR 17 1978 11 20 AM

INTERSTATE COMMERCE COMMISSION BURLINGTON NORTHERN INC.
EQUIPMENT TRUST OF 1970, SERIES 1

Supplemental Lease of Equipment

AGREEMENT dated as of the 16th day of January, 1978, 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 railroad 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 three (3) 100-ton 4,600 cubic foot capacity covered hopper cars bearing Burlington Northern road Nos. 447584, 447585 and 447586, 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 100-ton 4,600 cubic foot capacity covered hopper 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 three (3) 100-ton 4,600 cubic foot capacity covered hopper cars bearing Burlington Northern road Nos. 447584, 447585 and 447586, 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 100-ton 4,600 cubic foot capacity covered hopper cars thereunder.

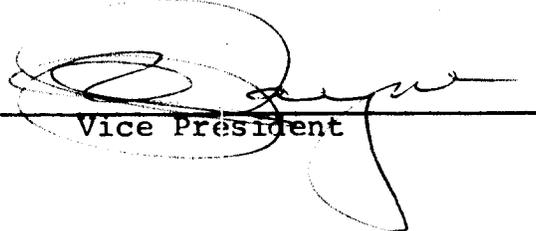
2. Said cars Nos. 447584, 447585 and 447586 shall be deemed to be a portion of the Trust Equipment leased by the Trustee to the Company under said Equipment Trust Agreement in all respects as if the same had been so delivered to the Company simultaneously with the execution and delivery of said Equipment 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. 447584, 447585 and 447586 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.

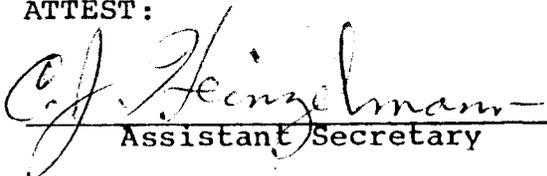
THE CHASE MANHATTAN BANK
(National Association), as Trustee

By


Vice President

(SEAL)

ATTEST:


Assistant Secretary

BURLINGTON NORTHERN INC.

By Frank H. Conner
GENERAL VICE PRESIDENT - FINANCE
AND ADMINISTRATION

(SEAL)

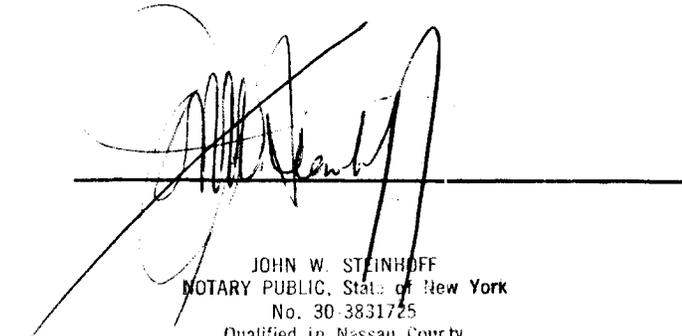
ATTEST:

G. H. Hibel
Assistant Secretary

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

On this 3rd day of March, 1978, before me personally appeared J.A. PAYNE, to me personally known, who being by me duly sworn, says that he is a Vice President of The Chase Manhattan Bank, that the seal 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.

(SEAL)



JOHN W. STEINHOFF
NOTARY PUBLIC, State of New York
No. 30 3831725
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires March 30, 1979

