

RECORDATION NO. 432-11 Filed 1425

OCT 29 1979 - 2 30 PM

INTERSTATE COMMERCE COMMISSION

176 East Fifth Street  
St. Paul, Minnesota 55101  
Telephone (612) 298-2121



**BURLINGTON NORTHERN**

No. 5

Date OCT 29 1979

Fee \$ 10.00

LAW DEPARTMENT

ICC Washington, D. C.

October 25, 1979

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

Dear Secretary:

Enclosed for filing, pursuant to Section 20c of the Interstate Commerce Act, are three counterparts of a Supplemental Lease of Equipment dated October 1, 1979, supplementing Burlington Northern Equipment Trust of 1971, Series 3.

A general description of the equipment covered by the enclosed Supplemental Lease of Equipment is as follows: 30' Wide Vision All Steel Caboose Car, PACCAR Inc., Builder, road Nos. BN 12301 - 12305 inclusive.

The lease constituting Burlington Northern Equipment Trust of 1971, Series 3 was recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on December 20, 1971 and was assigned recordation No. 6432.

The names and addresses of the parties to the supplemental lease supplementing the above equipment trust are as follows:

Citibank, N.A. (formerly First National City Bank), Trustee, Lessor, whose address is 111 Wall Street, New York, New York 10015

Burlington Northern Inc., Lessee, the address of which is 176 East Fifth Street, St. Paul, Minnesota 55101

Also enclosed is a check in the amount of \$10.00 payable to you as Secretary of the Commission covering the cost of recording the attached supplemental lease.

Please stamp one counterpart with the recordation data of

*Check part of payment for P.*

*Ela Kompany*

Office of the Secretary  
October 25, 1979  
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the Commission and return it to the bearer of this letter,  
Mrs. Carolyn H. Kunkel, Kunkel Transportation Services,  
Inc., Pennsylvania Building, Suite 523, 435 - 13th Street,  
N.W., Washington, D.C. 20004.

Very truly yours,

A handwritten signature in black ink, appearing to read "J. Becker", written over a horizontal line.

James W. Becker  
Assistant General Solicitor

JWB:bk

Enclosures

BURLINGTON NORTHERN INC. EQUIPMENT TRUST OF 1971  
SERIES 3

RECORDATION NO. 6432-H Filed 1423  
OCT 29 1979 - 2 30 PM  
INTERSTATE COMMERCE COMMISSION

Supplemental Lease of Equipment

AGREEMENT dated as of the 1st day of October, 1979,  
between CITIBANK, N.A. (formerly First National City Bank), 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 (hereinafter called the "Company"),  
party of the second part.

WHEREAS, by a certain Equipment Trust Agreement dated  
as of December 1, 1971, executed by Citibank, N.A., Trustee, and  
the Company, there was established "Burlington Northern Inc.  
Equipment Trust of 1971, Series 3"; and

WHEREAS, by the terms of Article Five of said Equip-  
ment Trust Agreement, 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 Section 5.07 of said Equipment Trust Agree-  
ment, pending replacement of such destroyed equipment, has

deposited, in cash, with the Trustee the fair value as of the date of destruction of the trust equipment destroyed; and

WHEREAS, the Trustee, at the request of the Company, using the cash so deposited by the Company to the extent that the same is sufficient for that purpose, has purchased from PACCAR Inc. for replacement of said destroyed equipment five (5) 30' Wide Vision All Steel Caboose Cars bearing Burlington Northern Road Nos. BN 12301 - BN 12305, inclusive; and

WHEREAS, pursuant to Section 5.07 of said Equipment Trust Agreement, the parties desire to subject said 30' Wide Vision All Steel Caboose Cars to the terms and conditions of said Equipment Trust Agreement;

NOW, THEREFORE, it is agreed:

1. That pursuant to the provisions of Article Five of said Equipment Trust Agreement dated the 1st day of December, 1971, the Trustee has let and leased, and does hereby let and lease to the Company said 30' Wide Vision All Steel Caboose Cars bearing Burlington Northern road Nos. BN 12301 - BN 12305 inclusive, under and subject to all the terms and conditions of said Equipment Trust Agreement dated the 1st day of December, 1971, and the Company does hereby agree to accept delivery and possession of said 30' Wide Vision All Steel Caboose Cars thereunder.

2. Said car Nos. BN 12301 - BN 12305 shall be deemed to be a portion of the Trust Equipment leased by the Trustee to

the Company 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 certain Equipment Trust Agreement dated December 1, 1971, among Burlington Northern Inc. and Citibank, N.A., Trustee.

3. It is understood and agreed that except as otherwise provided in said Equipment Trust Agreement, dated December 1, 1971, the title to and ownership of said car Nos. BN 12301 - BN 12305 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.

4. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Lease or the due execution hereby by the Company or for or in respect of the correctness of the recitals of fact contained herein, which recitals are made by the Company.

5. This Supplemental Lease may be executed simultaneously, or from time to time, in several counterparts and each counterpart shall constitute a complete original instrument, and it shall not be necessary in making proof of this Supplemental Lease or any counterpart hereof to produce or account for any of the other counterparts.

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 attached, as  
of the day and year first' above written.

CITIBANK, N.A., as Trustee

By   
Senior Trust Officer

(SEAL)

ATTEST:

  
Trust Officer

BURLINGTON NORTHERN INC.

By   
Vice President and Treasurer

(SEAL)

ATTEST:

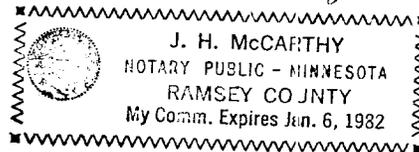
  
Assistant Secretary

STATE OF MINNESOTA )  
                          ) SS  
COUNTY OF RAMSEY   )

On this *9<sup>th</sup>* day of *October*, 1979, before me personally appeared R. C. Burton, Jr., to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of BURLINGTON NORTHERN INC., 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)

*J. H. McCarthy*  
\_\_\_\_\_  
Notary Public



STATE OF NEW YORK )  
 ) ss  
COUNTY OF NEW YORK )

On this 19<sup>th</sup> day of OCTOBER, 1979, before me personally appeared RALPH E. JOHNSON, to me personally known, who being by me duly sworn, says that he is a Senior Trust Officer of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association 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 association.

*Alice H. Shaw*  
\_\_\_\_\_  
Notary Public

**ALICE H. SHAW**  
Notary Public, State of New York  
No. 24-4646218  
Qualified in Kings County  
Cert. filed in New York County  
Term Expires March 30, 1981

(NOTARIAL SEAL)