

BURLINGTON NORTHERN

Frank S. Farrell
Vice President-Law

attached nos.
RECORDATION NO. 5909 Filed & Recorded

MAR 17 1978 - 11 53 AM

INTERSTATE COMMERCE COMMISSION

James R. Walker
General Counsel

Harold K. Bradford, Jr.
General Solicitor

John C. Smith
Louis A. Harris
George A. Morrison
Associate General Counsel

Richard V. Wicka
Byron D. Olsen
Richard M. Gleason
Barry McGrath
Robert L. Bartholic
Assistant General Counsel

Curtis H. Berg
Sr. Associate General Counsel
— Commerce

Donald C. Knickerbocker
Assistant General Counsel—Taxes

Peter M. Lee
William R. Power
James W. Becker
Nicholas P. Moros
Thomas W. Spence
Ralph S. Nelson
Richard J. Boyd
Leah M. Stetzner
Shirley A. Brantingham
John D. Roemer
Attorneys

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

March 14, 1978

0761043
MAR 17 1978
\$ 100
CC Washington, D.C.

Dear Sirs:

Enclosed for filing, pursuant to Section 20c of the Interstate Commerce Act, are three counterparts each, Nos. 4, 5 and 6 of seven supplemental leases of equipment, and eleven supplemental agreements dated January 16, 1978, supplementing equipment trust leases which together with agreements constitute various equipment trusts.

A general description of the equipment covered by the enclosed supplements is as follows: cabooses, Pacific Car and Foundry Company, Builder, road Nos. FW&D173 through FW&D178, inclusive, and 100-ton 4,600 cubic foot capacity covered hopper cars, FMC Corporation, Builder, Burlington Northern road Nos. 447550 through 447589, inclusive.

The equipment trust leases and agreements constituting the various equipment trusts were recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act and assigned recordation numbers as follows:

Paul Snyder
Continental

RECEIVED

MAR 17 11 18 AM '78

CERTIFICATION

	<u>Date Recorded</u>	<u>Recordation Number</u>
Burlington Northern Inc.		
Equipment Trust of 1970, Series 2	12-21-70	5909

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

Continental Illinois National Bank and Trust Company
of Chicago, Trustee, Lessor, 231 South LaSalle Street,
Chicago, Illinois 60693

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

	<u>Date Recorded</u>	<u>Recordation Number</u>
Burlington Northern Inc. -		
Equipment Trust of 1971, Series 1	3-25-71	6088
Equipment Trust of 1971, Series 3	12-20-71	6432
Equipment Trust of 1973, Series 2	6-07-73	7051
Equipment Trust of 1974, Series 2	8-21-74	7604
Equipment Trust of 1975, Series 2	5-28-75	7934

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

Citibank, N.A., Trustee, Lessor, 111 Wall Street,
New York, New York 10015

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

	<u>Date Recorded</u>	<u>Recordation Number</u>
Burlington Northern Inc. -		
Equipment Trust of 1970, Series 1	8-21-70	5809

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

The Chase Manhattan Bank (National Association),
Trustee, Lessor, One Chase Manhattan Plaza, New
York, New York 10015

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

	<u>Date Recorded</u>	<u>Recordation Number</u>
Burlington Northern Inc. -		
Equipment Trust of 1971, Series 2	7-17-71	6194
Equipment Trust of 1972, Series 1	5-08-72	6588
Equipment Trust of 1973, Series 1	3-19-73	6962
Equipment Trust of 1974, Series 1	4-17-74	7478
Equipment Trust of 1976, Series 1	1-05-75	8171
Equipment Trust of 1976, Series 4	11-20-76	8593

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

Morgan Guaranty Trust Company of New York, Trustee,
Lessor, 23 Wall Street, New York, New York 10015

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

	<u>Date Recorded</u>	<u>Recordation Number</u>
Burlington Northern Inc. -		
Equipment Trust of 1972, Series 2	12-08-72	6823
Equipment Trust of 1973, Series 3	08-10-73	7131
Equipment Trust of 1974, Series 3	12-12-74	7739
Equipment Trust of 1977, Series 1	03-28-77	8761

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

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

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Frank S. Farrell
Vice President-Law
Burlington Northern
176 East Fifth Street
St. Paul, Minnesota 55101

5969-F
6088-F
6432-G
7051-D
7604-A
7934-B
5809-E
6194-C
6588-C
6962-B
7478-A
8171-B
8595-B
6825-D
7151-F
7739-A
8761-A
5227-G

Sir:

Dear

The enclosed document(s) was recorded

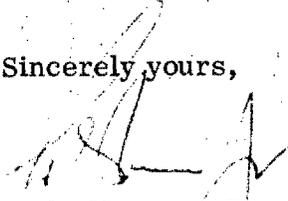
provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on **3/17/78** at **11:20am**,

See Attached for Nos.

and assigned recordation number(s)

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

RECORDATION NO. 590964 Filed & Recorded

Executed in 7 Counterparts of which this is Counterpart No. 4

MAR 17 1978 - 11 22 AM

INTERNATIONAL COMMERCE COMMISSION
BURLINGTON NORTHERN EQUIPMENT TRUST OF 1970, SERIES 2

Supplemental Lease of Equipment

AGREEMENT dated as of the 16th day of January, 1978, between CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, 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 Agreement dated as of December 15, 1970, executed by Burlington Equipment Company, Vendor, Continental Illinois National Bank and Trust Company of Chicago, Trustee, and the Company, there was established "Burlington Northern Equipment Trust of 1970, Series 2"; and

WHEREAS, by the terms of a certain Lease of Railroad Equipment dated the 15th day of December, 1970, between the parties hereto, the Trustee did lease to the Company the railroad equipment described on page three of said Lease; and

WHEREAS, certain of the cars included in the railroad equipment so described have been destroyed by accident and the Company pursuant to ARTICLE SEVENTH of said Lease, 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, pursuant to the provisions of said Agreement and Lease, there is being transferred to the Trustee, for replacement purposes, title to two (2) 100-ton 4,600 cubic foot capacity covered hopper cars bearing Burlington Northern road Nos. 447582 and 447583 which are to be delivered to the Company as part of the equipment included in said Trust; and

WHEREAS, pursuant to said ARTICLE SEVENTH of said Lease, 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 SEVENTH of said Lease of Railroad Equipment dated the 15th day of December, 1970, the Trustee has let and leased, and does hereby let and lease, to the Company said two (2) 100-ton 4,600 cubic foot capacity covered hopper cars bearing Burlington Northern road Nos. 447582 and 447583, under and subject to all the terms and conditions of said Lease of Railroad Equipment dated the 15th day of December, 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 car Nos. 447582 and 447583 shall be deemed to be a portion of the Trust Equipment leased by the Trustee to the Company under said Lease in all respects as if the same had been so delivered to the Company simultaneously with the execution and delivery of said Lease, and shall be

subject to all the terms and conditions of that certain Agreement dated December 15, 1970, among Burlington Equipment Company, Vendor, Continental Illinois National Bank and Trust Company of Chicago, Trustee, and Burlington Northern Inc., annexed to and made a part of said Lease.

3. It is understood and agreed that except as otherwise provided in said Lease dated December 15, 1970, the title to and ownership of said car Nos. 447582 and 447583 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 hereof 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 attested, as of the day and year first above written.

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee

By Donald W. Aepfer
Vice President

(SEAL)

ATTEST:

Rowell
Trust Officer

BURLINGTON NORTHERN INC.

By Frank H. Cooper
VICE PRESIDENT
AND ADMINISTRATION

(SEAL)

ATTEST:

G. F. ...
Assistant Secretary

