

January 31, 1977

The First National Bank
of Chicago, and
First Western Bank and
Trust Company,
Vendor and Lessor,
respectively, under
Equipment Lease Agreement
dated as of November 1, 1972

Registration No. 685-F Filed & Recorded
FEB 10 1977 - 1 20 PM
INTERSTATE COMMERCE COMMISSION
WASHINGTON, D.C.

Gentlemen:

Statement of New Road Numbers

Please refer to the Equipment Lease Agreement No. 2 dated as of November 1, 1972 between First Western Bank and Trust Company, Trustee, as Lessor, and Burlington Northern Inc., as Lessee. Pursuant to Section 5 of Said Lease, notice is hereby given that the following road numbers of certain of the equipment included thereunder have been changed as follows:

Old Number

BN 5353-5354 and
BN 5356-5364, all
inclusive

New Number

BN 5900-5901 and
BN 5903-5911, both
inclusive

Very truly yours,

BURLINGTON NORTHERN INC.

Frank H. Coyne
Executive Vice President-Finance
and Administration

BURLINGTON NORTHERN

Frank S. Farrell
Vice President-Law

RECORDATION NO. *6815-f* Filed & Recorded

FEB 10 1977 - 1 30 PM

INTERSTATE COMMERCE COMMISSION

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

February 1, 1977

Dear Sirs:

Enclosed for filing pursuant to Section 20c of the Interstate Commerce Act are six original counterparts of the Statement of New Road Numbers dated January 31, 1977 amending the road numbers stated in Lease of Railroad Equipment No. 2 dated as of November 1, 1972 with First Western Bank and Trust Company, Lessor, and Burlington Northern Inc., Lessee. Said Statement of New Road Numbers is also directed to the attention of First National Bank of Chicago, Vendor, under the subject lease financing. The name and address of the party to the enclosed statement of new road numbers is as follows:

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

Lease of Railroad Equipment No. 2 was recorded with the Interstate Commerce Commission on November 28, 1972 and assigned Recordation No. 6815-A. An Amendment Agreement dated November 30, 1972 was recorded with the Interstate Commerce Commission December 7, 1972 and assigned Recordation No. 6815-B and the Amendment Agreement dated December 4, 1972 was recorded with the Interstate Commerce Commission December 22, 1972 and assigned Recordation No. 6815-C.

A general description of the equipment covered by the Statement of New Road Numbers is as follows:

- 11 3000 hp. U30C diesel locomotives, A.A.R. Mechanical Designation C-C, General Electric Company, Builder, Burlington Northern Road Nos. 5900-5901 and 5903-5911, both inclusive.

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CC Washington, D.C.

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I.C.C.
OPERATIONS DIV.

Paul Snyder
C. Quilley

Office of the Secretary
February 1, 1977
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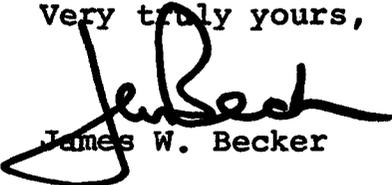
Each unit of the equipment described above will be plainly, distinctly, permanently and conspicuously marked on the side thereof in letters not less than one inch in height with the following legend:

"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" or "BN" or in some other appropriate manner for the purpose of identification of the leasehold interest of Burlington Northern Inc. therein.

Enclosed is a check to your order for \$10 in payment of the recordation fee. Please stamp the recordation data of the Commission on the extra counterparts of the document and return them to the bearer of this letter.

Very truly yours,



James W. Becker

JWB:ed

Enc.