



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

December 13, 1988

No. **8-350A011**

INTERSTATE COMMERCE COMMISSION

Date DEC 14 1988

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

DEC 15 1988 10-15 AM
RECORDATION NO. 7050-6 Filed 1425

Fee \$ 13.00
ICC Washington, D.C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series H, Dated May 1, 1973

Dear Secretary:

Enclosed herewith please find an original, one counterpart and five additional copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is the Termination Agreement, dated as of May 1, 1988, relating to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, Series H, dated as of May 1, 1988, as supplemented.

That Equipment Trust is the primary document to which this agreement is connected and is recorded under Recordation No. 7050.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series H, is described on the Bill of Sale attached hereto as Attachment 1.

A check in the amount of \$13 is also enclosed in payment of the Commission's prescribed recordation fee. Please return the original and the four copies not needed by the Commission for recordation to me, which I would like to have returned bearing the recordation information.

*Counterpart -
Cedric Rice*

DEC 15 11 20 AM '88
100 JH 100
100 JH 100

Executed in 7 Counterparts of
which this is Counterpart No. 5.

BURLINGTON NORTHERN INC. EQUIPMENT TRUST OF 1973, SERIES 2

RECORDATION NO. 7057-C Filed & Recorded

Supplemental Lease of Equipment APR 6 1976 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

AGREEMENT dated as of the 1st day of March, 1976,

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 June 1, 1973, executed by First National City Bank, Trustee, and the Company, there was established "Burlington Northern Inc. Equipment Trust of 1973, Series 2"; and

WHEREAS, by the terms of Article Four of said Equipment 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 4.07 of said Equipment Trust Agreement, 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 Pacific Car and Foundry Company for replacement of said destroyed equipment three (3) insulated box cars bearing Burlington Northern road Nos. 747432-747434, both inclusive; and

WHEREAS, pursuant to Section 4.07 of said Equipment Trust Agreement, the parties desire to subject said insulated box cars to the terms and conditions of said Equipment Trust Agreement;

NOW, THEREFORE, it is agreed:

1. That pursuant to the provisions of Article Four of said Equipment Trust Agreement dated the 1st day of June, 1973, the Trustee has let and leased, and does hereby let and lease, to the Company said three (3) insulated box cars bearing Burlington Northern road Nos. 747432-747434, both inclusive under and subject to all the terms and conditions of said Equipment Trust Agreement dated the 1st day of June, 1973, and the Company does hereby agree to accept delivery and possession of said insulated box cars thereunder.

2. Said cars Nos. 747432-747434, both inclusive 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 June 1, 1973, among Burlington Northern Inc. and First National City Bank, Trustee.

3. It is understood and agreed that except as otherwise provided in said Equipment Trust Agreement, dated June 1, 1973, the title to and ownership of said cars Nos. 747432-747434, both inclusive, 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.

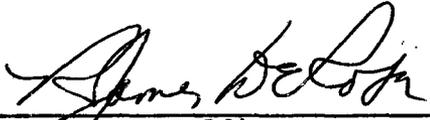
4. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Lease or the due execution hereof by the Company or for or in respect of the correctness of the recitals of fact contained herein, which recitals are made by the Company.

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

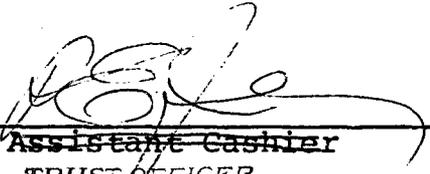
and their respective corporate seals to be affixed hereto
and attested, as of the day and year first above written.

CITIBANK, N.A., as Trustee

By 
SEWICK Trust Officer

(SEAL)

ATTEST:


Assistant Cashier
TRUST OFFICER

BURLINGTON NORTHERN INC.

By 
Vice President

(SEAL)

ATTEST:


Assistant Secretary

