

AMENDMENT AGREEMENT dated as of April 19, 1975
between Trust Company for USL, Inc., as Trustee under a
Trust Agreement dated as of September 15, 1974 with American
Road Equity Corporation and Burlington Northern Inc.

WHEREAS, the parties hereto are parties to a Lease
of Railroad Equipment dated as of September 15, 1974 (here-
inafter referred to as the Lease) and desire to amend the
same as hereafter provided;

RECORDATION NO. 7695 Filed & Recorded

MAY 09 1975 9 15 AM

NOW, THEREFORE, in consideration of the premises,
INTERSTATE COMMERCE COMMISSION

the parties hereto agree that;

1. Page 22 of the Lease is amended by adding a
comma after the word Occurrence in the 25th line thereof
and by deleting the clause "or which after the expiration
of this Lease the Lessor shall have deemed to have suffered
a Casualty Occurrence," in the 25th and 26th lines thereof.

2. Except as hereinabove amended, the Lease shall
remain in full force and effect. Although for convenience
this Agreement is dated as of the date first set forth above,
the actual date or dates of execution hereof by the parties
hereto for or are, respectively, the date or dates stated in
the acknowledgements hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective corporate names by officers thereunto duly authorized, and their respective corporate seals to be affixed and duly attested all as of the date first above written.

BURLINGTON NORTHERN INC.

By Frank H. Conner
Vice President

ATTEST:

G. L. Scindler
Assistant Secretary

TRUST COMPANY FOR USL, INC., as
Trustee

By David C. Hooley
Vice President

ATTEST:

Robert E. Miller
Assistant Secretary

