



BURLINGTON NORTHERN

RECORDATION NO. 5677-A

JAN 21 1981 - 11 15 AM

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

LAW DEPARTMENT

January 16, 1981

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

Dear Sirs:

Enclosed for filing, pursuant to Section 11303 of the Interstate Commerce Act, are three counterparts of Supplemental Agreement dated October 20, 1980, supplementing a Conditional Sale Agreement dated as of April 1, 1970.

A general description of the equipment covered by the enclosed supplement is as follows: Four 26,000 gallon tank cars, numbered and lettered BN 875065-875068.

The Conditional Sale Agreement was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned a recordation number as follows:

	<u>Date Recorded</u>	<u>Recordation Number</u>
Burlington Northern Inc. Conditional Sale Agreement dated April 1, 1970	4-20-70	5677

The names and addresses of the parties to the Supplemental Agreement are as follows:

Chase Manhattan Bank, N.A., One Chase Manhattan Plaza, New York, New York 10015

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

Also enclosed is a check in the amount of \$10 payable to you as Secretary of the Commission covering the \$10 cost of recording of the attached Supplemental Agreement.

Interstate Commerce Commission
January 16, 1981
Page 2

Please stamp one counterpart with the recordation data of the Commission and return it to the bearer of this letter, Mrs. Carolyn H. Kunkel, Kunkel Transportation Services, Inc., 523 Pennsylvania Building, 425 - 13th Street, N.W., Washington, D.C. 20004.

Very truly yours,



James V. Becker
Assistant General Solicitor

JWB:jb

Enclosures

56-11-15
Executed in 7 Counterparts of
which this is Counterpart No. 5.

JAN 21 1981 - 11 15 AM

INTERSTATE COMMERCE COMMISSION
BURLINGTON NORTHERN EQUIPMENT TRUST OF 1970, SERIES 1

Supplemental Lease of Equipment

AGREEMENT dated as of the 20th day of October, 1980, between THE CHASE MANHATTAN BANK, (National Association), a national banking association 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, party of the second part,

WHEREAS, by a certain Agreement dated as of August 1, 1970, executed by The Chase Manhattan Bank, (National Association), Trustee, and the Company, there was established "Burlington Northern Railway Equipment Trust of 1970, Series 1;" and

WHEREAS, by the terms of the Lease contained in ARTICLE FIVE of said Equipment Trust Agreement, between the parties hereto, 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 ARTICLE FIVE, SECTION 5.07 of

said Equipment Trust Agreement, has elected to cause to be conveyed to the Trustee other equipment of a fair value of not less than the fair value of the Trust Equipment destroyed, and

WHEREAS, pursuant to the provisions of said Agreement, there is being transferred to the Trustee, for replacement purposes, title to three (3) 26,000-gallon tank cars, bearing Burlington Northern Road Nos. BN 875071, BN 875072 and BN 875073 which are to be delivered to the Company as part of the equipment included in said Trust, and

WHEREAS, pursuant to said ARTICLE FIVE, SECTION 5.07 of said Equipment Trust Agreement, the parties desire to subject said 26,000-gallon tank cars to the terms and conditions of said Lease;

NOW, THEREFORE, it is agreed:

1. That pursuant to the provisions of ARTICLE FIVE, SECTION 5.07 of said Equipment Trust Agreement dated the 1st day of August, 1970, the Trustee has let and leased, and does hereby let and lease, to the Company said three (3) 26,000-gallon tank cars bearing Burlington Northern Road Nos. BN 875071, BN 875072 and BN 875073, under and subject to all the terms and conditions of said Equipment Trust Agreement dated the 1st day of August, 1970, and the Company does hereby agree to accept delivery and possession of said 26,000-gallon tank cars thereunder.

2. Said cars numbered BN 875071, BN 875072 and BN 875073 shall be deemed to be a portion of the Trust Equipment leased by the Trustee to the Company under said Equipment Trust Agreement 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 said Equipment Trust Agreement.

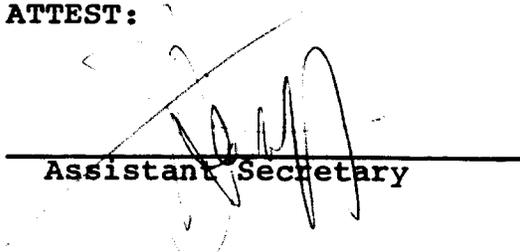
3. It is understood and agreed that except as otherwise provided in said Equipment Trust Agreement dated August 1, 1970, the title to and ownership of said cars Nos. BN 875071, BN 875072 and BN 875073 shall be reserved to and remain in the Trustee, notwithstanding the delivery of the same to and the possession and use thereof by the Company.

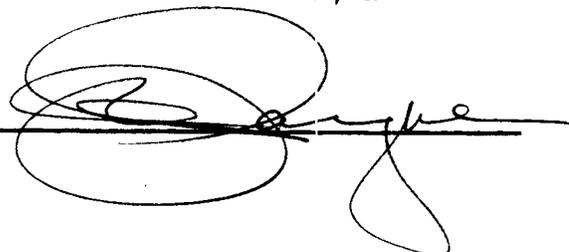
IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these presents to be signed and their respective corporate names and their respective corporate seals to be affixed hereto and attested, as of the day and year first above written.

THE CHASE MANHATTAN BANK
(National Association), as Trustee

(SEAL)

ATTEST:


Assistant Secretary

By 

BURLINGTON NORTHERN INC.

(SEAL)

ATTEST:

By Frank H. Coyne
Executive Vice President

J. W. Beach
Secretary

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 15th day of , 1980, before me personally appeared , to me personally known, who being by me duly sworn, says that he is a of the Chase Manhattan Bank, 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.

 Della M. Killett

(SEAL)

DELLA M. KILLETT
Notary Public, State of New York
No. 24-4632667
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 30, 1981

