



BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS
DEPARTMENT

RECORDATION NO. *6432* Filed 1125

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

AUG 8 1983 - 2 10 PM

INTERSTATE COMMERCE COMMISSION

August 5, 1983

**CERTIFIED U. S. EXPRESS MAIL
RETURN RECEIPT REQUESTED**

No. *Aug 8* 1983

Date

For *11:00*

at *Washington, D.C.*

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W.
Washington, D. C. 20423

3-221A061

Dear Ms. Mergenovich:

I have enclosed an original and two copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

This document submitted for recordation is a supplemental agreement to Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1971, Series 3 dated December 1, 1971 between First National City Bank (now CITIBANK, N.A.), Trustee, and Burlington Northern Inc. (now Burlington Northern Railroad Company). The Equipment Trust was filed with the Commission on December 20, 1971 at 11:10 a.m., and assigned Recordation No. 6432. The instrument has been supplemented periodically since the original filing. The last filing was in the form of a Supplemental Agreement dated July 20, 1982, was recorded with the Commission on August 17, 1982 at 2:35 p.m. and assigned Recordation No. 6432-J.

The names and addresses of the parties to the supplemental agreement are as follows:

Trustee: CITIBANK, N.A. (formerly First National City Bank)
5 Hanover Square
New York, NY 10043

Company: Burlington Northern Railroad Company
(formerly Burlington Northern Inc.)
176 East Fifth Street
St. Paul, MN 55101

Ms. Agatha L. Mergenovich
Page Two
August 5, 1983

The supplemental agreement provides for the repair, conversion and renumbering of one damaged 3,000 hp diesel electric locomotive number BN 6337 to a cabless unit. The locomotive, subjected to Equipment Trust of 1971, Series 3, dated December 1, 1971 will be assigned new Road No. 7501.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to me.

A short summary of the document to appear in the index follows:

SUPPLEMENTAL AGREEMENT

TO

BURLINGTON NORTHERN INC. EQUIPMENT TRUST
OF 1971, SERIES 3

PRIMARY DOCUMENT RECORDATION NO. 6432

SUPPLEMENTAL AGREEMENT DATED
JULY 13, 1983

The Supplemental Agreement involves one 3,000 hp diesel electric locomotive presently numbered BN 6337 and subjected to the original Equipment Trust. The unit will be converted from a cab-type to a cabless unit and renumbered BN 7501.

Very truly yours,



Andrew F. Reardon
Assistant Vice President-Law

Enc.

Interstate Commerce Commission
Washington, D.C. 20423

8/8/83

OFFICE OF THE SECRETARY

Andrew F. Reardon
Assist. Vice President-Law
Burlington Northern RR
176 East Fifth St.
St. Paul Minnesota 55101

Dear **sir:**

The enclosed document (s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **8/8/83** at **2:50pm**, and assigned recordation number (s). **6432-K**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure (s)

SE-30
(7/79)



BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS
DEPARTMENT

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

CITIBANK, N.A. (formerly
First National City Bank),
Trustee under Burlington
Northern Inc. (now Burlington
Northern Railroad Co.) Equipment
Trust of 1971, Series 3,
5 Hanover Square
New York, NY 10043

July 13, 1983

RECORDATION NO. *6432-K* FILED 1983

AUG 8 1983 8 10 PM

INTERSTATE COMMERCE COMMISSION

Gentlemen:

Please refer to Agreement dated December 1, 1971 between First National City Bank (now CITIBANK, N.A.), Trustee, and Burlington Northern Inc. (now Burlington Northern Railroad Company) which document constitutes Burlington Northern Inc. Equipment Trust of 1971, Series 3 (hereinafter called the Agreement).

Burlington Northern Railroad Company (hereinafter called the Company) seeks permission from CITIBANK, N.A. (hereinafter called the Trustee) to repair and convert one damaged locomotive identified by number BN 6337 and subjected to the above described Agreement to a cabless or "B" unit at an estimated cost of \$45,905.21. The detail of cost for the repair and conversion is outlined in attached Exhibit A.

It is further proposed to change the road numbers of the aforementioned diesel electric freight locomotive as provided in Article Five, Section 5.06, of the Agreement as follows in order to properly identify the equipment for control purposes:

Old Road Number

New Road Number

BN 6337

BN 7501

July 13, 1983

Notice is hereby given that upon receipt of your consent thereto, we will proceed with repair and conversion of the above-described unit designated BN 6337 to a cabless locomotive ("B" unit) renumbered BN 7501.

Very truly yours,

BURLINGTON NORTHERN RAILROAD
COMPANY (formerly Burlington
Northern Inc.)

ATTEST:

B. J. Morin
Assistant Secretary

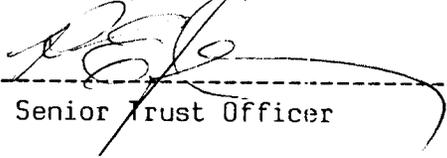
By *Donald E. Engle*
Senior Vice President

Attachment

KNOW ALL MEN BY THESE PRESENTS that CITIBANK, N.A. (formerly First National City Bank) as Trustee under Burlington Northern Inc. Equipment Trust of 1971, Series 3, Equipment Trust Agreement dated as of December 1, 1971 from First National City Bank (now CITIBANK, N.A.), Trustee, to Burlington Northern Inc. (now Burlington Northern Railroad Company) for and in consideration of the sum of One Dollar (\$1.00) to it paid, the receipt whereof is hereby acknowledged, does hereby consent to the repair and conversion of one damaged locomotive identified as BN 6337 to a cabless "B" unit to be renumbered BN 7501 for identification purposes.

IN WITNESS WHEREOF, CITIBANK, N.A., as Trustee, has caused these presents to be signed by one of its Senior Trust Officers and its corporate seal to be hereunto affixed and attested by one of its Trust Officers this 18th day of July, 1983.

CITIBANK, N.A. (formerly First National City Bank), as Trustee

By: 

Senior Trust Officer

ATTEST:

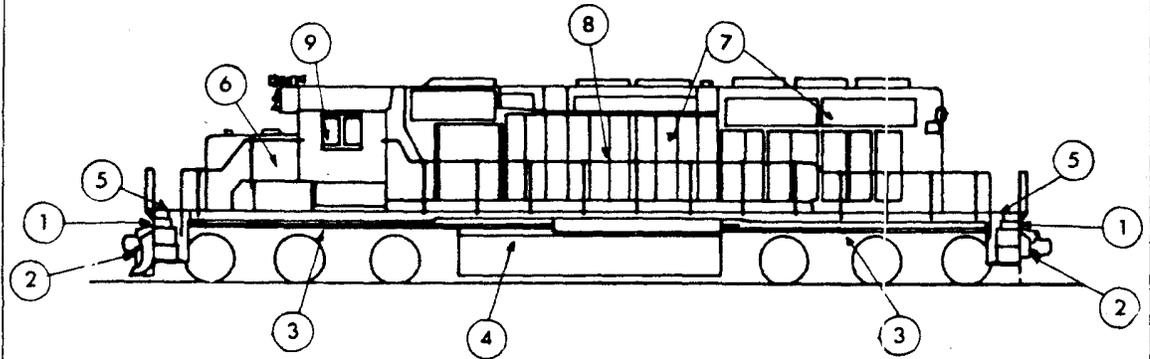


Trust Officer

WRECKED LOCOMOTIVE WORK COMPLETION



LOCATION LIVINGSTON, MONTANA	DATE IN -
LOCOMOTIVE NUMBER B.N. 4914 CONVERSION TO "B" UNIT	DATE OUT -



SD 40-45 LOCOMOTIVE

	Machinist	Electrician	Pipe Fitter	Boiler Maker	Corman	Other	LABOR	Material	Totals
301									
302									
303									
304	50.68		38.01	485.64		21.44	595.77	1900.00	1395.77
305									
306	76.02	202.72	72.02	4089.50		42.88	4479.14		4479.14
307		101.36	253.40	3067.20		42.88	3464.84	3500.00	6964.84
308	405.44	50.68	177.38				633.50		633.50
309	1140.30	760.20	1520.40	5112.00	405.44	176.52	9109.86	5773.06	14,882.92
310									
311				306.72			306.72	1050.00	1356.72
312					405.44		405.44	1200.00	1605.44
313									
314	405.44		506.80	127.80			1040.04		1040.04
315									
316									
317									
318									
318		4054.40		408.96			4463.36	8500.00	12,963.36
329	202.72	202.72	101.36	76.68			583.48		583.48
TOTALS	2280.40	5322.08	2669.37	13,274.50	810.88	278.72	25,082.15	20,823.06	45,905.21