

BURLINGTON NORTHERN INC.

No. 1  
Date DEC 2 1985  
Fee \$ 10.00

5-336A021 ICC Washington, D. C.

November 26, 1985

RECORDATION NO. 14554-A  
FILED 1985

DEC 2 1985 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

100 OFFICE OF THE SECRETARY OF TRANSPORTATION  
DEC 2 10 47 AM 1985

James H. Bayne, Secretary  
Interstate Commerce Commission  
12th Street and Constitution Ave. NW  
Washington, D.C. 20423

Dear Secretary Bayne:

Enclosed for filing pursuant to Section 11303 of Title 49 of the U.S. Code are three original counterparts of the document described below.

The enclosed document is a supplement, a secondary document, dated as of November 15, 1985. The primary document to which this is connected is recorded under Recordation No. 14554.

The general description of the equipment covered by the enclosed supplement is described in paragraph 1 of said document.

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

Mercantile-Safe Deposit and Trust Company  
P.O. Box 2258  
2 Hopkins Plaza  
Baltimore, MD 21201

Burlington Northern Railroad Company  
3800 Continental Plaza  
777 Main Street  
Ft. Worth, TX 76102

The \$10.00 recordation fee for your services is enclosed.

Please stamp the enclosed copy of this letter and two counterparts of the supplement with the recordation data of the Commission and return them to the bearer of this letter:

Mr. Greg Rhoads  
Kunkel Transportation Services, Inc.  
Pennsylvania Building, Suite 523  
425 - 13th Street, N.W.  
Washington, D.C.

*Gregory Rhoads*

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

Supplement to dated as of November 15, 1985 Equipment Trust Agreement with Recordation No. 14554, and covering 53 3600-HP GP 50 Diesel Electric Locomotives.

Very truly yours,

A handwritten signature in cursive script that reads "James A. Kraft". The signature is written in dark ink and is positioned above the typed name.

James A. Kraft  
Associate Corporate Counsel

Enclosure

JAK:dsb

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/2/85

OFFICE OF THE SECRETARY

James A. Kraft  
Associate Corp. Counsel  
Burlington Northern Inc.  
999 Third Ave.  
Seattle, Washington 98104

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 12/2/85 at 10:55am , and assigned re-  
recording number(s). 14554-A

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

SE-30  
(7/79)

RECORDATION NO. 14554-A Filed 1428

DEC 2 1985 -10 55 AM

SUPPLEMENTAL AGREEMENT INTERSTATE COMMERCE COMMISSION

Supplemental Agreement dated as of November 15, 1985 by and between Mercantile-Safe Deposit and Trust Company (the "Trustee") and Burlington Northern Railroad Company (the "Company") supplementing the Equipment Trust Agreement dated as of January 1, 1985 (the "Trust Agreement") between the Trustee and the Company.

WHEREAS, the Company desires and the Trustee, subject to the terms hereof, is willing to add an additional piece of equipment to the trust established pursuant to the Trust Agreement.

NOW THEREFORE, for good and valuable consideration receipt of which is hereby acknowledged the parties agree:

1. Schedule A to the Trust Agreement shall be deleted in its entirety and shall be restated as follows:

"SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

Number and Model #	Estimated Cost		Road Numbers
	Per Unit	Total	
53 3600-HP GP 50 Diesel Electric Locomotives"	\$943,720	\$50,017,160	BN3110-3162

2. The phrase, "Schedule A", wherever it shall appear in the Trust Agreement, shall refer to Schedule A as restated in paragraph 1 of this Agreement.

3. Except as provided herein, the Trust Agreement shall remain in full force and effect.

4. This Agreement may be executed in several counterparts each of which shall be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee and the Company have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

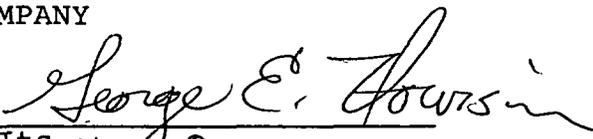
MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, Trustee

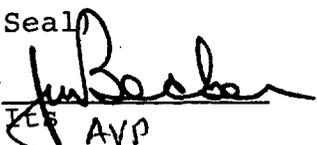
By   
Its VICE PRESIDENT

(Corporate Seal)

Attest: By   
Its CORPORATE TRUST OFFICER

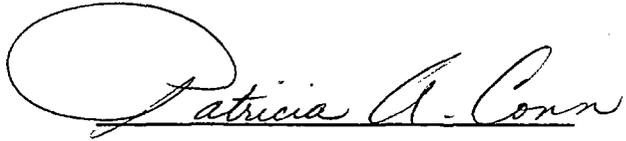
BURLINGTON NORTHERN RAILROAD COMPANY

By   
Its Vice President

(Corporate Seal)  
Attest: By   
Its AVP

State of Maryland     )  
                                  ) ss  
City of Baltimore     )

On this 21<sup>st</sup> day of November, 1985, before me personally appeared R.E. SCHREIBER to me personally known, who, being by me duly sworn, says that he is a Vice President of Mercantile-Safe Deposit and Trust Company, that one of the seals 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.

A handwritten signature in cursive script that reads "Patricia A. Conn". The signature is written in dark ink and is positioned to the right of the notarial text.

(Notarial Seal)

My Commission Expires: 7-1-86

