

BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2361

RECORDATION NO. *6588-H* Filed 1425

December 16, 1986

JAN 13 1986 -3 20 PM

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Room 1312
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Re: Document for Recordation: Amendment to Burlington Northern Inc. Equipment Trust of 1972, Series 1

Dear Secretary Bayne:

Enclosed is an original and one copy of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an amendment to Burlington Northern Inc. Equipment Trust of 1972, Series 1, a secondary document. The amendment is dated November 7, 1985. The primary document to which this amendment relates is Burlington Northern Equipment Trust of 1981, Series 1, which was recorded under ICC Recordation No. 6588.

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

Trustee: Citibank, N.A. (successor Trustee to Morgan
Guaranty Trust Company of New York)
5 Hanover Square
New York, New York 10043

Lessee: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

A description of the equipment covered by the document follows:

BN Inc. Equipment Trust of 1972, Series 1, covers various rail cars and cabooses. The amendment to BN Inc. Equipment Trust of 1972, Series 1, covers one caboose, EN 12325, subject to said Trust.

1/13 5 11 P 1986



BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

October 31, 1985

(817) 878-2367

STATEMENT OF NEW ROAD NUMBERS

Citibank, N.A.
Corporate Trust Department
5 Hanover Square
New York, New York 10043

RECORDATION NO. 6588-H Filed 1425

JAN 13 1986 -3 22 PM

INTERSTATE COMMERCE COMMISSION

Gentlemen:

Please refer to the agreement between Citibank, N.A. (as successor to Morgan Guaranty Trust Company of New York) and Burlington Northern Railroad Company (formerly Burlington Northern Inc.), which agreement constitutes Burlington Northern Inc. Equipment Trust of 1972, Series 1 (hereafter called "the Agreement").

Burlington Northern Railroad Company ("the Company") requests permission from Citibank, N.A. ("the Trustee") to convert one caboose subjected to the Agreement to mobile living quarters for Company track service and maintenance employees, at an estimated cost of \$32,355. The exterior of the caboose will not be altered. The interior of the caboose will be modified to include bunks, and eating and washing facilities.

The Company proposes to change the road number of the subject caboose as follows:

Present Road Number

Proposed New Road Number

BN 12325

BN 968758

Citibank, N.A.

-2-

October 31, 1985

Notice is hereby given that upon receipt of your consent, we will proceed with the conversion described above. Your expeditious handling of this request would be appreciated.

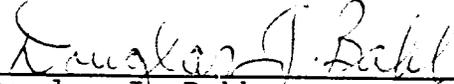
Very truly yours,

BURLINGTON NORTHERN RAILROAD
COMPANY
(formerly Burlington Northern
Inc.)

Attest:

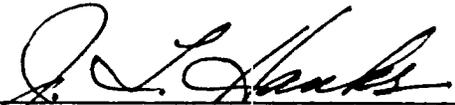

Assistant Secretary

By:


Douglas J. Babb
General Counsel
Corporate Law

STATE OF TEXAS)
) ss.
COUNTY OF TARRANT)

On this 31st day of October, 1985, before me personally appeared DOUGLAS J. BABB, to me personally known, who being by me duly sworn, says that he is General Counsel-Corporate Law of Burlington Northern Railroad Company; 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 true act and deed of said corporation.



Assistant Secretary

Subscribed and sworn to before me
this 31st day of October, 1985



Notary Public

KNOW ALL MEN BY THESE PRESENTS, that Citibank, N.A., Trustee under Burlington Northern Inc. Equipment Trust of 1972, Series 1, for and in consideration of the sum of \$1.00 to it paid, the receipt of which is hereby acknowledged, does hereby consent to the conversion of caboose BN 12325 to mobile living quarters for railroad maintenance-of-way personnel, to be renumbered BN 968758 for identification purposes.

IN WITNESS WHEREOF, Citibank, N.A., 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 7th day of November, 1985.

ATTEST:

CITIBANK, N.A., Trustee

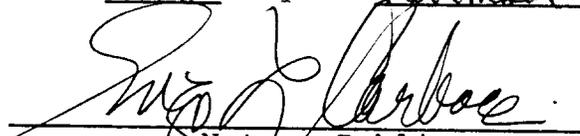
Robert F. [Signature]
Trust Officer

By: [Signature]
Senior Trust Officer

STATE OF NEW YORK)
)
CITY OF NEW YORK) ss.

On this 7th day of November, 1985, before me personally appeared Salvatore D. Mineo, to me personally known, who being by me duly sworn, says that he is Senior Trust Officer of Citibank, N.A.; that the seal affixed to the foregoing instrument is the seal of said Company; that said instrument was signed and sealed on behalf of said Company 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 Company.

Subscribed and sworn to before me
this 7th day of November, 1985



Notary Public

ENZO L. CARBONE
Notary Public, State of New York
No. 43-580796
Qualified in Richmond County
Cert. filed in New York County
Term Expires March 30, 1986

Citibank, N.A.
5 Hanover Square
New York, N.Y.
10043

November 7, 1985

Douglas J. Babb, Esq.
General Counsel
Corporate Law
Burlington Northern Railroad
3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102

Re: Burlington Northern Inc.
Equipment Trust of ~~1976, Series 4~~

Dear Mr. Babb:

1972, Series 1

As requested in your letter of October 31, 1985, we have executed and enclosed the consent relating to the conversion of caboose BN 12325 to mobile living quarters for railroad personnel.

Very truly yours,



Salvatore D. Mineo
Senior Trust Officer

Encl.

CERTIFICATE

This is to certify that I am a Notary Public under the laws of the State of Texas; that I have compared this copy of the consent to convert cabooses into mobile living quarters and to renumber said cabooses, with the original executed consent; and that I have found the copy to be complete and identical in all respects to the original executed consent.



Notary Public
State of Texas

(Seal)

My Commission Expires:

9/9/89