



BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS

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

RECORDATION NO. 12644-C
FILE 100

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 1981, 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 1981, Series 1, a secondary document. The amendment is dated October 22, 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. 12644.

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

- Trustee: First Trust Company of Saint Paul
First National Bank Building
Saint Paul, Minnesota 55101
- Lessee: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

100 OFFICE OF
FILE STORE
JAN 13 3 11 PM '86
MOTOR CARRIER UNIT

A description of the equipment covered by the document follows:

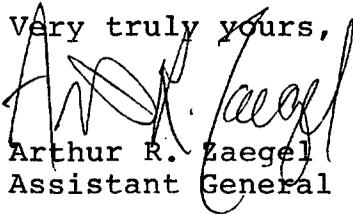
BN Inc. Equipment Trust of 1981, Series 1, covers various covered hopper cars, woodchip cars, taconite hopper cars, and cabooses. The amendment to BN Inc. Equipment Trust of 1981, Series 1, covers two cabooses, BN 12398 and BN 12406, subject to said Trust.

A check in the amount of \$10.00 is enclosed to cover your filing fee. Please return the original amendment and any extra copies not needed by the Commission for recordation to Arthur R. Zaegel, Assistant General Solicitor, Burlington Northern Railroad Company, 3800 Continental Plaza, 777 Main Street, Fort Worth, Texas 76102.

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

The amendment to BN Inc. Equipment Trust of 1981, Series 1, consists of a written consent of the Trustee to convert cabooses BN 12398 and BN 12406 to mobile living quarters for railroad maintenance-of-way personnel, and to renumber such units BN 968762 and BN 968755, respectively.

Very truly yours,



Arthur R. Zaegel
Assistant General Solicitor

ARZ:jh

Enclosure



BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS

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

REGISTRATION NO. 12644-*e*
Filed 1429

JAN 13 1986 -3 20 PM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW ROAD NUMBERS

October 14, 1985

First Trust Company of
Saint Paul
Corporate Trust Department
First National Bank Building
332 Minnesota Street
Saint Paul, Minnesota 55104
Gentlemen:

Please refer to the agreement between First Trust Company of Saint Paul and Burlington Northern Inc. (now Burlington Northern Railroad Company), which agreement constitutes Burlington Northern Inc. Equipment Trust of 1981, Series 1 (hereafter called "the Agreement").

Burlington Northern Railroad Company ("the Company") requests permission from First Trust Company of Saint Paul ("the Trustee") to convert two cabooses subjected to the Agreement to mobile living quarters for Company track service and maintenance employees, at an estimated cost of \$64,710. The exteriors of the cabooses will not be altered. The interiors of the cabooses will be modified to include bunks, and eating and washing facilities.

The Company proposes to change the road numbers of the subject cabooses as follows:

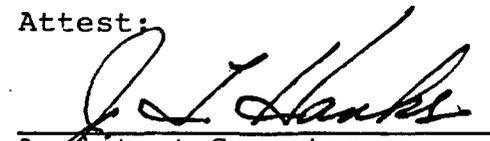
| <u>Present Road Number</u> | <u>Proposed New Road Number</u> |
|----------------------------|---------------------------------|
| BN 12398 | BN 968762 |
| BN 12406 | BN 968755 |

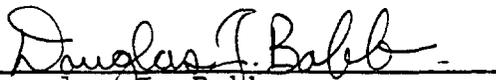
Notice is hereby given that upon receipt of your consent, we will proceed with the conversion described above. Your expeditious handling of this request would be appreciated.

Very truly yours,

BURLINGTON NORTHERN RAILROAD
COMPANY
(formerly Burlington Northern
Inc.)

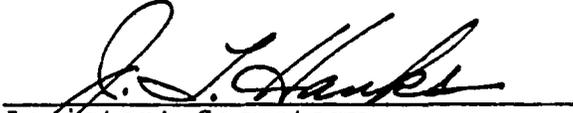
Attest:


Assistant Secretary

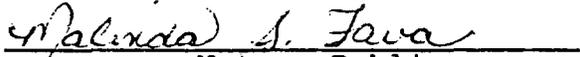
By: 
Douglas J. Babb
General Counsel
Corporate Law

STATE OF TEXAS)
)
COUNTY OF TARRANT) ss.

On this 15th 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 15th day of October, 1985


Notary Public

KNOW ALL MEN BY THESE PRESENTS, that First Trust Company of Saint Paul, Trustee under Burlington Northern Inc. Equipment Trust of 1981, 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 cabooses BN 12398 and BN12406 to mobile living quarters for railroad maintenance-of-way personnel, to be renumbered BN 968762 and BN968755, respectively, for identification purposes.

IN WITNESS WHEREOF, First Trust Company of Saint Paul, as Trustee, has caused these presents to be signed by one of its Senior Vice President, and its corporate seal to be hereunto affixed and attested by one of its Assistant Secretary this 22nd day of October, 1985.

FIRST TRUST COMPANY OF SAINT PAUL, Trustee

Attest:

D. Chalovsky
Assistant Secretary

By: [Signature]
Senior Trust Officer
Dr. Vice President

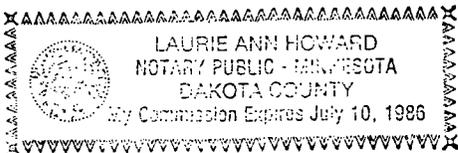
STATE OF MINNESOTA)
)
COUNTY OF RAMSEY) ss.

On this 22nd day of October, 1985, before me personally appeared James A. Ehrenberg, to me personally known, who being by me duly sworn, says that he is Senior Vice President of First Trust Company of Saint Paul; 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.

D. Chalupsky
Assistant Secretary

Subscribed and sworn to before me
this 22nd day of October, 1985

Laurie Ann Howard
Notary Public



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.

Patricia Ann Gibson
Notary Public
State of Texas

(Seal)

My Commission Expires:

9/7/89