

No. 0-171A031

Date JUN 19 1980

Fee \$ 10.00

ICC Washington, D. C.

# CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

TELEX  
RCA 233663  
WUD 125547  
WUI 620976

RECORDATION NO. 11444-2  
Filed 1425

JUN 19 1980 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

COUNSEL  
CARLYLE E. MAW  
ALBERT R. CONNELLY  
FRANK H. DETWEILER  
GEORGE O. TYLER

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4, PLACE DE LA CONCORDE  
75008 PARIS, FRANCE  
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TELEX: 290830

33 THROGMORTON STREET  
LONDON, EC2N 2BR, ENGLAND  
TELEPHONE: 01-606-1421  
TELEX: 8814901

CABLE ADDRESSES  
CRAVATH, N. Y.  
CRAVATH, PARIS  
CRAVATH, LONDON E. C. 2

MAURICE T. MOORE  
WILLIAM B. MARSHALL  
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HENRY W. deKOSMIAN  
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JOHN R. HUPPER  
SAMUEL C. BUTLER  
WILLIAM J. SCHRENK, JR.  
BENJAMIN F. CRANE  
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MELVIN L. BEDRICK  
GEORGE T. LOWY  
ROBERT ROSENMAN  
JAMES H. DUFFY  
ALAN J. HRUSKA  
JOHN E. YOUNG  
JAMES M. EDWARDS  
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DAVID L. SCHWARTZ  
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CHRISTINE BESHAR  
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DAVID O. BROWNWOOD  
PAUL M. DODYK  
RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
ROBERT F. MULLEN  
ALLEN FINKELSON  
RONALD S. ROLFE  
JOSEPH R. SAHID  
PAUL C. SAUNDERS  
MARTIN L. SENZEL  
DOUGLAS D. BROADWATER  
ALAN C. STEPHENSON  
RICHARD L. HOFFMAN  
JOSEPH A. MULLINS  
MAX R. SHULMAN  
WILLIAM P. DICKEY  
STUART W. GOLD  
JOHN W. WHITE

June 19, 1980

Blue Doc

Amendment Agreement Dated as of June 1, 1980  
Amending Conditional Sale Agreement Filed under  
Recordation No. 11444 and Lease Filed under Recordation  
No. 11444-B

Dear Madam:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Burlington Northern Inc. for filing and recordation counterparts of the following document:

Amendment Agreement dated as of June 1, 1980, among Burlington Northern Inc., as Lessee, Bameri-Lease Inc., as Vendee, Mercantile-Safe Deposit and Trust Company, as Agent, and General Motors Corporation (Electro-Motive Division) as Builder.

The Amendment Agreement amends a Conditional Sale Agreement dated as of January 2, 1980, previously filed and recorded with the Interstate Commerce Commission on February 1, 1980, at 11:00 a.m., Recordation Number 11444 and a Lease of Railroad Equipment dated as of January 2, 1980, previously filed and recorded as above with the Interstate Commerce Commission on February 1, 1980, at 11:00 a.m., Recordation Number 11444-B.

*File as 11444-D*

*Carlyle E. Maw*

RECEIVED  
JUN 19 10 53 AM '80  
I.C.C.  
FEE OPERATION BR.

The Amendment Agreement amends Annex B to the Conditional Sale Agreement and Appendix A to Lease of Railroad Equipment to correct the road numbers of the units of railroad equipment as they appear on the schedules thereto.

→ Please file and record the Amendment Agreement submitted with this letter and assign it Recordation Number 11444-D.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for the Amendment Agreement.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,

*Laurance V. Goodrich*

Laurance V. Goodrich  
as Agent for Burlington  
Northern Inc.

Agatha L. Mergenovich,  
Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423.

Encl.

JUN 19 1980 - 1 00 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of June 1, 1980, among BAMERILEASE, INC. ("Vendee"), BURLINGTON NORTHERN INC. ("Lessee"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY ("Agent"), and GENERAL MOTORS CORPORATION (Electro-Motive Division) ("Builder").

WHEREAS the Vendee and the Builder have entered into a Conditional Sale Agreement dated as of January 2, 1980 ("Conditional Sale Agreement");

WHEREAS the Builder and the Agent have entered into an Agreement and Assignment dated as of January 2, 1980 ("Agreement and Assignment");

WHEREAS the Vendee and the Lessee have entered into a Lease of Railroad Equipment dated as of January 2, 1980 ("Lease");

WHEREAS the Vendee and the Agent have entered into an Assignment of Lease and Agreement dated as of January 2, 1980 ("Lease Assignment");

WHEREAS the Conditional Sale Agreement, Agreement and Assignment, Lease and Lease Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on February 1, 1980, at 11:00 a.m. and were assigned recordation numbers 11444, 11444-A, 11444-B and 11444-C, respectively, and were deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on February 4, 1980, at 9:40 a.m.;

WHEREAS the parties hereto desire to amend the Conditional Sale Agreement and the Lease to correct the road numbers of the units of railroad equipment as they appear on the schedules thereto;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Annex B to the Conditional Sale Agreement is hereby amended and restated in its entirety as shown in Exhibit A hereto.

2. Appendix A to the Lease is hereby amended and

restated in its entirety as shown in Exhibit B hereto.

3. The Agreement and Assignment and the Lease Assignment are hereby amended to permit the aforesaid Amendment Agreement to the Conditional Sale Agreement and the Lease as though originally set forth therein.

4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of Conditional Sale Agreement and § 18 of the Lease.

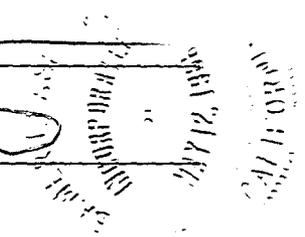
5. Except as amended hereby, the Conditional Sale Agreement, the Lease, the Agreement and Assignment and the Lease Assignment shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto 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.

BAMERILEASE, INC.,

by [Signature]

by [Signature]



[Corporate Seal]

Attest:

[Signature]

BURLINGTON NORTHERN INC.,

by

Vice President and Treasurer

[Corporate Seal]

Attest:

Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Agent,

by

\_\_\_\_\_  
Assistant Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_  
Corporate Trust Officer

GENERAL MOTORS CORPORATION  
(ELECTRO-MOTIVE DIVISION),

by

\_\_\_\_\_  
Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_  
Assistant Secretary

STATE OF CALIFORNIA, )  
 ) ss.:  
COUNTY OF SAN FRANCISCO, )

On this 16<sup>th</sup> day of June 1980, before me personally appeared W. H. BUCK and J. C. STEPHENSON, to me personally known, who, being by me duly sworn, say that they are VICE PRESIDENT and ASSISTANT TREASURER respectively, of BAMERILEASE, INC., 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.



Mary L. Wilson  
Notary Public

My Commission expires April 27, 1984

STATE OF MINNESOTA, )  
 ) ss.:  
COUNTY OF RAMSEY, )

On this \_\_\_\_\_ day of June 1980, before me personally appeared R. C. Burton, Jr., to me personally known, who, being by me duly sworn, says that he is the Vice President and Treasurer of BURLINGTON NORTHERN INC., 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.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires \_\_\_\_\_

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this day of June 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an Assistant 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.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK, )

On this day of June 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Vice President of GENERAL MOTORS CORPORATION (Electro-Motive Division), 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.

Notary Public

[Notarial Seal]

My Commission expires

ANNEX B  
TO  
CONDITIONAL SALE AGREEMENT

<u>Type</u>	<u>Builder</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Estimated* Unit Base Price</u>	<u>Estimated Total Base Price</u>	<u>Time and Place of Delivery</u>
3,000 h.p. Model SD 40-2 diesel- electric loco- motive	EMD	8087	La Grange, Illinois	45	BN 8137-8181	\$788,000	\$35,460,000	July through December 1980, at Fridley, Minnesota

\* The Estimated Unit Base Price includes prepaid freight to Fridley, Minnesota.

## APPENDIX A

TO

LEASE

<u>Type</u>	<u>Builder</u>	<u>Builder's Specifi- cations</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Estimated* Unit Base Price</u>	<u>Estimated Total Base Price</u>	<u>Time and Place of Delivery</u>
3,000 h.p. Model SD 40-2 diesel- electric loco- motive	EMD	8087	La Grange, Illinois	45	BN 8137-8181	\$788,000	\$35,460,000	July through December 1980, at Fridley, Minnesota

---

\* The Estimated Unit Base Price includes prepaid freight to Fridley, Minnesota.

AMENDMENT AGREEMENT dated as of June 1, 1980, among BAMERILEASE, INC. ("Vendee"), BURLINGTON NORTHERN INC. ("Lessee"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY ("Agent"), and GENERAL MOTORS CORPORATION (Electro-Motive Division) ("Builder").

WHEREAS the Vendee and the Builder have entered into a Conditional Sale Agreement dated as of January 2, 1980 ("Conditional Sale Agreement");

WHEREAS the Builder and the Agent have entered into an Agreement and Assignment dated as of January 2, 1980 ("Agreement and Assignment");

WHEREAS the Vendee and the Lessee have entered into a Lease of Railroad Equipment dated as of January 2, 1980 ("Lease");

WHEREAS the Vendee and the Agent have entered into an Assignment of Lease and Agreement dated as of January 2, 1980 ("Lease Assignment");

WHEREAS the Conditional Sale Agreement, Agreement and Assignment, Lease and Lease Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on February 1, 1980, at 11:00 a.m. and were assigned recordation numbers 11444, 11444-A, 11444-B and 11444-C, respectively, and were deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on February 4, 1980, at 9:40 a.m.;

WHEREAS the parties hereto desire to amend the Conditional Sale Agreement and the Lease to correct the road numbers of the units of railroad equipment as they appear on the schedules thereto;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Annex B to the Conditional Sale Agreement is hereby amended and restated in its entirety as shown in Exhibit A hereto.

2. Appendix A to the Lease is hereby amended and

restated in its entirety as shown in Exhibit B hereto.

3. The Agreement and Assignment and the Lease Assignment are hereby amended to permit the aforesaid Amendment Agreement to the Conditional Sale Agreement and the Lease as though originally set forth therein.

4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of Conditional Sale Agreement and § 18 of the Lease.

5. Except as amended hereby, the Conditional Sale Agreement, the Lease, the Agreement and Assignment and the Lease Assignment shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto 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.

BAMERILEASE, INC.,

by

\_\_\_\_\_

by

\_\_\_\_\_

[Corporate Seal]

Attest:

\_\_\_\_\_

BURLINGTON NORTHERN INC.,

by

RC Burton

Vice President and Treasurer

[Corporate Seal]

Attest:

G. F. Steinhilber

Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Agent,

by

\_\_\_\_\_  
Assistant Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_  
Corporate Trust Officer

GENERAL MOTORS CORPORATION  
(ELECTRO-MOTIVE DIVISION),

by

\_\_\_\_\_  
Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_  
Assistant Secretary

STATE OF CALIFORNIA, )  
 ) ss.:  
COUNTY OF SAN FRANCISCO, )

On this \_\_\_\_\_ day of June 1980, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, to me personally known, who, being by me duly sworn, say that they are \_\_\_\_\_ and \_\_\_\_\_, respectively, of BAMERILEASE, INC., 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.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires \_\_\_\_\_

STATE OF MINNESOTA, )  
 ) ss.:  
COUNTY OF RAMSEY, )

On this <sup>12<sup>th</sup></sup> day of June 1980, before me personally appeared R. C. Burton, Jr., to me personally known, who, being by me duly sworn, says that he is the Vice President and Treasurer of BURLINGTON NORTHERN INC., 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.

~~~~~  
J. J. DAHEDL  
NOTARY PUBLIC—MINNESOTA  
RAMSEY COUNTY  
[Notarial Seal] Commission Expires 10/30/1985.  
~~~~~

\_\_\_\_\_  
*J J Dahedl*  
Notary Public

My Commission expires \_\_\_\_\_



## ANNEX B

TO

## CONDITIONAL SALE AGREEMENT

<u>Type</u>	<u>Builder</u>	<u>Builder's Specifi- cations</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Estimated* Unit Base Price</u>	<u>Estimated Total Base Price</u>	<u>Time and Place of Delivery</u>
3,000 h.p. Model SD 40-2 diesel- electric loco- motive	EMD	8087	La Grange, Illinois	45	EN 8137-8181	\$788,000	\$35,460,000	July through December 1980, at Fridley, Minnesota

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\* The Estimated Unit Base Price includes prepaid freight to Fridley, Minnesota.

## APPENDIX A

TO

LEASE

<u>Type</u>	<u>Builder</u>	<u>Builder's Specifi- cations</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Estimated* Unit Base Price</u>	<u>Estimated Total Base Price</u>	<u>Time and Place of Delivery</u>
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\* The Estimated Unit Base Price includes prepaid freight to Fridley, Minnesota.

AMENDMENT AGREEMENT dated as of June 1, 1980, among BAMERILEASE, INC. ("Vendee"), BURLINGTON NORTHERN INC. ("Lessee"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY ("Agent"), and GENERAL MOTORS CORPORATION (Electro-Motive Division) ("Builder").

WHEREAS the Vendee and the Builder have entered into a Conditional Sale Agreement dated as of January 2, 1980 ("Conditional Sale Agreement");

WHEREAS the Builder and the Agent have entered into an Agreement and Assignment dated as of January 2, 1980 ("Agreement and Assignment");

WHEREAS the Vendee and the Lessee have entered into a Lease of Railroad Equipment dated as of January 2, 1980 ("Lease");

WHEREAS the Vendee and the Agent have entered into an Assignment of Lease and Agreement dated as of January 2, 1980 ("Lease Assignment");

WHEREAS the Conditional Sale Agreement, Agreement and Assignment, Lease and Lease Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on February 1, 1980, at 11:00 a.m. and were assigned recordation numbers 11444, 11444-A, 11444-B and 11444-C, respectively, and were deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on February 4, 1980, at 9:40 a.m.;

WHEREAS the parties hereto desire to amend the Conditional Sale Agreement and the Lease to correct the road numbers of the units of railroad equipment as they appear on the schedules thereto;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Annex B to the Conditional Sale Agreement is hereby amended and restated in its entirety as shown in Exhibit A hereto.

2. Appendix A to the Lease is hereby amended and

restated in its entirety as shown in Exhibit B hereto.

3. The Agreement and Assignment and the Lease Assignment are hereby amended to permit the aforesaid Amendment Agreement to the Conditional Sale Agreement and the Lease as though originally set forth therein.

4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of Conditional Sale Agreement and § 18 of the Lease.

5. Except as amended hereby, the Conditional Sale Agreement, the Lease, the Agreement and Assignment and the Lease Assignment shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto 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.

BAMERILEASE, INC.,

by

\_\_\_\_\_

by

\_\_\_\_\_

[Corporate Seal]

Attest:

\_\_\_\_\_

BURLINGTON NORTHERN INC.,

by

\_\_\_\_\_  
Vice President and Treasurer

[Corporate Seal]

Attest:

\_\_\_\_\_  
Assistant Secretary



MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent,

by *[Signature]*  
Assistant Vice President

[Corporate Seal]

Attest:

*A Palmer*  
Corporate Trust Officer

GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION),

by \_\_\_\_\_  
Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_  
Assistant Secretary

STATE OF CALIFORNIA, )  
 ) ss.:  
COUNTY OF SAN FRANCISCO, )

On this            day of June 1980, before me personally appeared            and           , to me personally known, who, being by me duly sworn, say that they are            and           , respectively, of BAMERILEASE, INC., 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.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires

STATE OF MINNESOTA, )  
 ) ss.:  
COUNTY OF RAMSEY, )

On this            day of June 1980, before me personally appeared R. C. Burton, Jr., to me personally known, who, being by me duly sworn, says that he is the Vice President and Treasurer of BURLINGTON NORTHERN INC., 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.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this 11TH day of June 1980, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is an Assistant 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.

Handwritten signature of Patricia A. Shlow and a circular notary seal for Patricia A. Shlow, Notary Public, Baltimore, Maryland.

[Notarial Seal]

My Commission expires 7-1-82

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK, )

On this day of June 1980, before me personally appeared, to me personally known, who, being by me duly sworn, says that he is a Vice President of GENERAL MOTORS CORPORATION (Electro-Motive Division), 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.

Notary Public

[Notarial Seal]

My Commission expires

## ANNEX B

TO

## CONDITIONAL SALE AGREEMENT

<u>Type</u>	<u>Builder</u>	<u>Builder's Specifi- cations</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Estimated* Unit Base Price</u>	<u>Estimated Total Base Price</u>	<u>Time and Place of Delivery</u>
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\* The Estimated Unit Base Price includes prepaid freight to Fridley, Minnesota.

## APPENDIX A

TO

LEASE

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WHEREAS the Vendee and the Agent have entered into an Assignment of Lease and Agreement dated as of January 2, 1980 ("Lease Assignment");

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NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

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2. Appendix A to the Lease is hereby amended and

restated in its entirety as shown in Exhibit B hereto.

3. The Agreement and Assignment and the Lease Assignment are hereby amended to permit the aforesaid Amendment Agreement to the Conditional Sale Agreement and the Lease as though originally set forth therein.

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IN WITNESS WHEREOF, the parties hereto 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.

BAMERILEASE, INC.,

by

\_\_\_\_\_

by

\_\_\_\_\_

[Corporate Seal]

Attest:

\_\_\_\_\_

BURLINGTON NORTHERN INC.,

by

\_\_\_\_\_  
Vice President and Treasurer

[Corporate Seal]

Attest:

\_\_\_\_\_  
Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

GENERAL MOTORS CORPORATION  
(ELECTRO-MOTIVE DIVISION),

by

*P.K. Hoglund*  
Vice President

[Corporate Seal]

Attest:

*J. J. Hall*  
Assistant Secretary



STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this day of June 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an Assistant 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.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK, )

On this 11th day of June 1980, before me personally appeared E. K. HOGLUND, to me personally known, who, being by me duly sworn, says that he is a Vice President of GENERAL MOTORS CORPORATION (Electro-Motive Division), 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.

J.K. Sawicki
Notary Public

[Notarial Seal]

My Commission expires

September 18, 1983

## ANNEX B

TO

## CONDITIONAL SALE AGREEMENT

<u>Type</u>	<u>Builder</u>	<u>Builder's Specifi- cations</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Estimated* Unit Base Price</u>	<u>Estimated Total Base Price</u>	<u>Time and Place of Delivery</u>
3,000 h.p. Model SD 40-2 diesel- electric loco- motive	EMD	8087	La Grange, Illinois	45	BN 8137-8181	\$788,000	\$35,460,000	July through December 1980, at Fridley, Minnesota

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\* The Estimated Unit Base Price includes prepaid freight to Fridley, Minnesota.

## APPENDIX A

TO

LEASE

<u>Type</u>	<u>Builder</u>	<u>Builder's Specifi- cations</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Estimated* Unit Base Price</u>	<u>Estimated Total Base Price</u>	<u>Time and Place of Delivery</u>
3,000 h.p. Model SD 40-2 diesel- electric loco- motive	EMD	8087	La Grange, Illinois	45	BN 8137-8181	\$788,000	\$35,460,000	July through December 1980, at Fridley, Minnesota

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\* The Estimated Unit Base Price includes prepaid freight to Fridley, Minnesota.