BURLINGTON NORTHERN INC.

RECORDATION NO. 9895-A
Filed 1425
AUG 11 1982 -10 25 AM
INTERSTATE COMMERCE COMMISSION

August 6, 1982

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

Date 8/11/82
Fee $ 10.00

Re: Burlington Northern Inc. Equipment Trust of 1978, Series 2

Dear Secretary Mergenovich:

Enclosed for filing pursuant to Section 11303 of the Interstate Commerce Act, are three counterparts of a Supplemental Agreement dated July 27, 1982, supplementing the above-entitled Trust.

The Equipment Trust Agreement constituting the above Equipment Trust was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned recordation numbers as follows:

> Burlington Northern Inc. Equipment Trust of 1978, Series 2 recorded with the Interstate Commerce Commission on December 11, 1978 - ICC Recordation No. 9895

A general description of the equipment covered by the enclosed Supplemental Agreement is as follows:

> Seven (7) 100-ton, 2,200 cubic foot Double Hopper Cars; Portec, Inc., Rail Car Division, Builder; Road numbers 953978 through 953984, inclusive.

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

> First Trust Company of Saint Paul
> First National Bank Building
> 332 Minnesota Street
> St. Paul, MN 55101, Trustee
>
> Burlington Northern Railroad Company
> (formerly Burlington Northern Inc.)
> 176 E. Fifth Street
> St. Paul, MN 55101

The $10.00 fee for your services is included in the enclosed check for $130.00 which covers recordation of thirteen separate Supplemental Agreements.

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

Mrs. Carolyn Kunkel
Kunkel Transportation Services Inc.
Pennsylvania Building, Suite 523
425 - 13th Street, N.W.
Washington, D.C. 20004

Very truly yours,

Anne van Heusden

Anne van Heusden
Office Manager
Law
(206) 625-6769

Enclosures

BURLINGTON NORTHERN INC. EQUIPMENT TRUST OF 1978, SERIES 2

RECORDATION NO. 9895-A FILED 1425
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INTERSTATE COMMERCE COMMISSION

Executed in 84 Counterparts of which this is Counterpart No. 60 D

AGREEMENT FOR TRUST GROUP 3

AGREEMENT dated as of July 27, 1982, between FIRST TRUST COMPANY OF SAINT PAUL, a corporation duly organized and existing under the laws of the State of Minnesota, as Trustee (hereinafter called the "Trustee"), and BURLINGTON NORTHERN RAILROAD COMPANY (formerly Burlington Northern, Inc.), a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called "Company").

WHEREAS, the Trustee and the Company have entered into the Equipment Trust Agreements and supplements thereto described in Schedule A attached hereto (hereinafter collectively called "Trust Agreements"); and

WHEREAS, in compliance with the Trust Agreements funds have been deposited by the Company with the Trustee for equipment, previously declared destroyed by the Company as described in Schedule B attached hereto (said destroyed equipment being hereinafter called "Destroyed Equipment"); and

WHEREAS, the Company desires to purchase the equipment described in Schedule C attached hereto (hereinafter called "Replacement Equipment") as provided in the Trust Agreements:

NOW, THEREFORE, THIS AGREEMENT WITNESSETH:

1. Title to the Destroyed Equipment is hereby assigned and transferred to the Company by the Trustee and is no longer subject to the terms and conditions of the Trust Agreements.

2. The Replacement Equipment is hereby subjected to the terms and conditions of the Trust Agreements as finally listed in Schedule A hereto after the amendment, if any, referred to in the last sentence of this paragraph 2. Upon delivery of an invoice, Bill of Sale and any other documentation required by the Trust Agreements for replacement of Destroyed Equipment the Trustee shall pay from the proceeds on deposit for Destroyed Equipment from the trusts in this Trust Group 3 such funds as may be necessary (to the extent proceeds are available under each trust) to pay the invoiced cost of each unit. Upon receipt of the Bill of Sale for the Replacement Equipment the Trustee shall receive title to that portion of the Replacement Equipment equal to the proportion of funds actually expended from each trust over the total cost of the Replacement Equipment (the "Proportionate Interest"). After each unit of equipment subject to this Trust Group 3 has been delivered and paid for the Company will prepare an amendment to this Agreement amending the Schedules attached hereto to reflect the actual costs of the Replacement Equipment.

3. Upon maturity of each trust in Trust Group 3 the Trustee will convey title to the Company to its Proportionate Interest in the Replacement Equipment.

4. Each unit of Replacement Equipment shall bear the following ownership markings:

"Owned By a Bank or Trust Company Under A Security Agreement filed under the Interstate Commerce Act, Section 11303."

5. This Agreement will be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

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

FIRST TRUST COMPANY OF SAINT PAUL
as Trustee

By _____
Senior Vice President

(SEAL)
ATTEST:

_____
Assistant Secretary

BURLINGTON NORTHERN RAILROAD COMPANY

By _____
Vice President

(SEAL)

ATTEST:

_____
Assistant Secretary

STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)

On this 4th day of August, 1982, before me personally appeared James A. Ehrenberg, to me personally known, who being by me duly sworn, says that he is Senior Trust Officer of First Trust Company of Saint Paul; 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.

Diane Running

DIANE RUNNING
NOTARY PUBLIC-MINNESOTA
DAKOTA COUNTY
My Commission Expires Apr. 10, 1987

(SEAL)

STATE OF WASHINGTON)
) SS
COUNTY OF KING)

On this 29th day of July, 1982, before me personally appeared J. B. Parrish, to me personally known, who being by me duly sworn, says that he is a Vice President of Burlington Northern Railroad 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.

Anne van Heusden
Notary Public in and for
the State of Washington,
residing at Bellevue

(SEAL)

SCHEDULE A - 1

Original Recordation				Supplemental Information		
Equipment Trust	Dated	Date ICC Recordation	Record. Number	Dated	Date of ICC Recordation	Recordation Number
Burlington Northern Inc. Railway Equipment Trust of 1972, Series 2	12/14/72	12/08/72	6823	3/19/73	4/27/73	6823-A
				8/01/74	9/18/74	6823-B
				3/01/76	4/07/76	6823-C
				1/16/78	3/17/78	6823-D
				10/01/79	11/16/79	6823-E
				12/01/79	1/23/80	6823-F
Burlington Northern Inc. Railway Equipment Trust of 1973, Series 3	9/01/73	8/10/73	7131	8/01/74	9/18/74	7131-A
				2/14/75	3/27/75	7131-B
				3/20/75	4/28/75	7131-C
				6/20/75	7/23/75	7131-D
				3/01/76	4/07/76	7131-E
				1/16/78	3/17/78	7131-F
				10/01/79	11/16/79	7131-G
				12/01/79	1/23/80	7131-H
Burlington Northern Inc. Railway Equipment Trust of 1974, Series 3	1/01/75	12/12/74	7739	1/16/78	3/17/78	7739-A
				12/01/79	1/23/80	7739-B
Burlington Northern Inc. Railway Equipment Trust of 1975, Series 3	7/01/75	7/14/75	7992	10/01/79	11/16/79	7992-A
Burlington Northern Inc. Railway Equipment Trust of 1976 Series 3	8/01/76	7/19/76	8413	2/18/77	3/28/77	8413-A
				10/01/79	11/16/79	8413-B
				12/01/79	1/23/80	8413-C
Burlington Northern Inc. Railway Equipment Trust of 1977, Series 1	4/01/77	3/28/77	8761	1/16/78	3/17/78	8761-A

SCHEDULE A - 2

Original Recordation				Supplemental Information		
Equipment Trust	Dated	Date ICC Recordation	Record. Number	Dated	Date of ICC Recordation	Recordation Number
Burlington Northern Inc. Railway Equipment Trust of 1977, Series 2	11/01/77	10/18/77	9043	10/01/79	11/16/79	9043-A
Burlington Northern Inc. Railway Equipment Trust of 1978, Series 1	5/01/78	5/10/78	9371	12/01/79	1/23/80	9371-A
Burlington Northern Inc. Railway Equipment Trust of 1978, Series 2	12/01/78	12/11/78	9895			
Burlington Northern Inc. Railway Equipment Trust of 1979, Series 1	8/01/79	8/13/79	10735			
Burlington Northern Inc. Railway Equipment Trust of 1980, Series 1	2/01/80	1/21/80	11391	10/20/80	10/21/80	11391-A
Burlington Northern Inc. Railway Equipment Trust of 1981, Series 1	1/01/81	12/23/80	12644	7/01/82	07/19/82	12644-A

SCHEDULE B

AVAILABLE DESTROYED EQUIPMENT BALANCES

Equipment Trust Agreement	Available Destroyed Car Balance for Trust Group 2
Burlington Northern Inc. Railway Equipment Trust of 1972, Series 2	$ 149,437.40
Burlington Northern Inc. Railway Equipment Trust of 1973, Series 3	$ 121,454.50
Burlington Northern Inc. Railway Equipment Trust of 1974, Series 3	$ 225,340.75
Burlington Northern Inc. Railway Equipment Trust of 1975, Series 3	$ 168,279.03
Burlington Northern Inc. Railway Equipment Trust of 1976, Series 3	$ 71,073.45
Burlington Northern Inc. Railway Equipment Trust of 1977, Series 1	$ 123,124.20
Burlington Northern Inc. Railway Equipment Trust of 1977, Series 2	$ 105,975.91
Burlington Northern Inc. Railway Equipment Trust of 1978, Series 1	$ 216,241.61
Burlington Northern Inc. Railway Equipment Trust of 1978, Series 2	$ 297,496.14
Burlington Northern Inc. Railway Equipment Trust of 1979, Series 1	$ 176,631.03
Burlington Northern Inc. Railway Equipment Trust of 1980, Series 1	$ 65,256.13
Burlington Northern Inc. Railway Equipment Trust of 1981, Series 1	$ 43,648.00

SCHEDULE C

REPLACEMENT EQUIPMENT

Car Description	Quantity	Car Numbers (incl.)	Estimated Unit Cost	Estimated Total Cost
100-ton, 2,200 cubic foot Double Hopper cars	45	BN Nos. 953897-953900 incl., 953904-953906 incl., 953918-953923 incl., 953943-953947 incl., 953958, 953959 953966-953990 incl.	$35,843.51	$1,612,957.95