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14761-F  
RECORDATION NO. FILED

OCT 3 1990 - 8 45 AM

INTERSTATE COMMERCE COMMISSION  
0-276A003

October 2, 1990

Recordation No. 14761

\$15.00

Dear Mr. Strickland:

On behalf of Unigard Security Insurance Company, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Amendment to Railroad Car Net Lease Agreement and Assignment of Lease Without Recourse ("Amendment"), effective as of August 29, 1990. The aforesaid document relates to that certain Railroad Car Net Lease Agreement, dated as of June 15, 1987, and that certain related Assignment of Lease Without Recourse, dated as of December 1, 1985, recorded with the Interstate Commerce Commission under Recordation No. 14761-A, and 14761-B, respectively, on December 17, 1987, and should be filed under the next available letter designation under Recordation No. 14761, which we believe will be -F.

this one is 14761-F

The parties to the said enclosed document are:

Peter V. Fazio, Jr., as Trustee - "Lessor/Assignor"  
7200 Sears Tower  
233 South Wacker  
Chicago, Illinois 60603

Burlington Northern Railroad Company - Lessee  
9401 Indian Creek Parkway  
Overland Park, Kansas 66201

Unigard Security Insurance Company - Assignee  
c/o John Hancock Mutual Life Insurance Company  
200 Clarendon Street  
Boston, Massachusetts 02117

OCT 3 8 39 AM '90  
RECORDATION UNIT

*Allen H. Harrison*

The said document corrects a typographical error in the car list (Exhibit A) in the above-mentioned Railroad Car Net Lease Agreement and related Assignment of Lease With Recourse by deleting one of a number listed twice and in its place adding the correct number and restating the identification of all the numbers as BN numbers.

The equipment covered by the document is the equipment as listed in the amendment, namely 207 covered hopper cars, now identified as BN numbers.

A short summary of the document to appear in the Index is as follows:

"Corrects identification of one number in Railroad Car Net Agreement and related Assignment of Lease Without Recourse and restates all numbers as BN numbers."

Enclosed is a check in the amount of fifteen dollars (\$15.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

  
Allen H. Harrison, Jr.  
Attorney for Unigard Security  
Insurance Company  
for the purpose of this filing

Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Enclosures

AHH/iw

BY HAND

AMENDMENT  
to  
RAILROAD CAR NET LEASE AGREEMENT  
and  
ASSIGNMENT OF LEASE WITHOUT RECOURSE

REGISTRATION NO 14761-F  
FILED 1428  
OCT 3 1990 - 8 45 AM  
INTERSTATE COMMERCE COMMISSION

This Amendment Agreement ("Amendment"), effective as of August 26, 1990, is made by and among the Burlington Northern Railroad Company ("Lessee"), Peter V. Fazio, Jr., as trustee under a Trust Agreement dated as of July 31, 1984, as amended and supplemented ("Trustee") and Unigard Security Insurance Company ("Assignee").

WHEREAS, Lessee and Trustee entered into a certain Railroad Car Net Lease Agreement dated as of June 15, 1987, as amended (the "Lease"), pursuant to which Lessee leased from Trustee 207 covered hopper railcars more fully described in Exhibit A to the Lease (the "Equipment"); and

WHEREAS, Trustee and Assignee entered into an Assignment of Lease Without Recourse dated as of December 1, 1987, as amended (the "Assignment"), pursuant to which Trustee granted certain rights to Assignee with respect to the Lease and the Equipment; and

WHEREAS, the parties have discovered that one Railroad Car Number listed in Exhibit A to the Lease mistakenly was listed twice (#801181), and as a result one Railroad Car Number mistakenly was omitted from Exhibit A to the Lease (#801186); and

WHEREAS, all 207 covered hopper railcars comprising the Equipment subsequently have been remarked and now bear the Railroad Car Number listed in Schedule A to this Amendment;

NOW THEREFORE, the parties hereto desire to amend the Lease and the Assignment as follows:

1. Exhibit A to the Lease is first amended by adding Railroad Car Number 801186, and deleting one of the duplicate references to Railroad Car Number 801181, and then amended by replacing such Exhibit A in its entirety with Schedule A attached hereto.

2. All other provisions of the Lease and the Assignment are unchanged.

Peter V. Fazio, Jr., as Trustee

*Peter V. Fazio, Jr.* Trustee

Unigard Security Insurance Company

By: *David A. Schwartz*

Title: *Authorized Signatory*

Burlington Northern Railroad Company

By: *Randall C. Kist*

Title: *Coordinator Unit Train Operations*

**ACKNOWLEDGEMENTS**

COMMONWEALTH  
STATE OF MASSACHUSETTS )  
COUNTY OF SUFFOLK ) ss:

The foregoing instrument was acknowledged before me this 29th day of ~~July~~ August 1990 by David A. Schwartz, the Authorized Signatory of **UNIGARD SECURITY INSURANCE COMPANY**, on behalf of said corporation.

*Marie C. O'Brien*  
Notary Public

MARIE C. O'BRIEN, Notary Public  
MY COMMISSION EXPIRES AUGUST 9, 1996

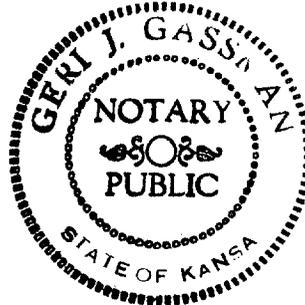
My Commission Expires:  
\_\_\_\_\_

STATE OF Kansas )  
COUNTY OF Johnson ) SS:

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of ~~July~~ <sup>August</sup>, 1990 by Randall C. Knox, the Conductor Unit 611<sup>st</sup> Train Operations of BURLINGTON NORTHERN RAILROAD COMPANY, on behalf of said corporation.

Gerri J. Gassan  
Notary Public

My Commission Expires:  
12/22/90

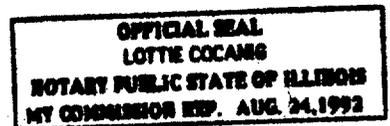


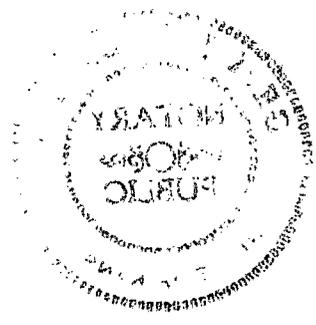
STATE OF ILLINOIS )  
COUNTY OF COOK ) SS:

On this 16<sup>th</sup> day of ~~July~~ <sup>August</sup>, 1990, before me personally appeared Peter V. Fazio, Jr., to me personally known, who, being by me duly sworn, says that he is Trustee of a Trust dated as of July 31, 1984, and established by International Capital Equipment, Inc., and that the foregoing instrument was signed on behalf of said Trust in accordance with its terms. Further, he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trust.

Lottie Cocans  
Notary Public

My commission expires:  
\_\_\_\_\_





NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION EXPIRES 12/31/2025  
1234567890

SCHEDULE A  
The Equipment

207 Covered Hopper Railcars bearing Railroad Car Numbers:

BN 464000 - BN 464040;  
BN 464043 - BN 464086;  
BN 464088 - BN 464099;  
BN 464102 - BN 464111;  
BN 464113 - BN 464114;  
BN 464116 - BN 464136;  
BN 464138 - BN 464164;  
BN 464167; BN 464169;  
BN 464171 - BN 464172;  
BN 464174; BN 464176;  
BN 464178 - BN 464191;  
BN 464194; BN 464196;  
BN 464205 - BN 464206;  
BN 464209 - BN 464210;  
BN 464213; BN 464223;  
BN 464250 - BN 464259;  
BN 464261 - BN 464268;  
BN 464383 - BN 464385;  
and BN 464387.