WHITE & CASE

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NEW YORK, NEW YORK 10036-27
(212) 819-8200
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1747 PENNSYLVANIA AVENUE, N W
WASHINGTON, D C
633 WEST FIFTH STREET, LOS ANGELES
200 SOUTH BISCAYNE BOULEVARD MIAMI
20, PLACE VENDÔME, PARIS
66 GRESHAM STREET, LONDON
BIRGER JARLSGATAN 14, STOCKHOLM
2013 WALI AL-AHD (P O BOX 2256), JEDDAH

20-5, ICHIBANCHO, CHIYODA-KU, TOKYO
QUEEN'S ROAD CENTRAL, HONG KONG
RAFFLES PLACE, SINGAPORE
CUMHURIYET CADDESI 12/10, ISTANBUL
ZIYA URRAHMAN CADDESI 17/5, ANKARA
7, ULITSA TVERSKAYA, MOSCOW
AVENUE DE LA RENAISSANCE 1, BRUSSELS
(JOINT OFFICE WITH DERINGER, TESSIN, HERRMANN & SEDEMUND)

17562 RECORDATION NO FILED 1425
OCT 16 1991 -1 45 PM
INTERSTATE COMMERCE COMMISSION
1-289A025

October 16, 1991

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: **Lease of Certain Locomotive and Railroad Cars from First Security Bank of Utah, National Association, to Burlington Northern Railroad Company**

Dear Mr. Strickland:

Enclosed are an original and two originally executed counterparts of the two primary documents described below and the two secondary documents which also are described below. The secondary documents described as item 1 below is related to the primary document described as item 1 below. The secondary document described as item 2 below is related to the primary document described as item 2 below. All of the enclosed documents are to be recorded pursuant to Section 11303, Title 49, of the United States Code.

The enclosed primary documents are:

(1) Equipment Lease Agreement dated as of October 1, 1991, between First Security Bank of Utah, National Association, as lessor, and Burlington Northern Railroad Company, as lessee.

(2) Trust Indenture and Security Agreement dated as of October 1, 1991, between First Security Bank of Utah, National Association, as owner

TIMOTHY MARTIN FOX

trustee, and Wilmington Trust Company, as indenture trustee.

The enclosed secondary documents are:

(1) Lease Supplement No. 1 dated October 16, 1991, between First Security Bank of Utah, National Association, as lessor, and Burlington Northern Railroad Company, as lessee. The primary document to which this Lease Supplement is connected is being submitted for recording concurrently herewith.

(2) Trust Indenture Supplement No. 1 dated October 16, 1991, of First Security Bank of Utah, National Association, as owner trustee, and Wilmington Trust Company, as indenture trustee. The primary document to which this Indenture Supplement is connected is being submitted for recording concurrently herewith.

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

<u>Equipment Lease Agreement</u>

Lessor:
First Security Bank of Utah, (1)
National Association
61 South Main Street
Salt Lake City, Utah 84111

Lessee:
Burlington Northern Railroad Company
2900 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

<u>Lease Supplement No. 1</u> (2)

Lessor:

First Security Bank of Utah,
National Association
61 South Main Street

Salt Lake City, Utah 84111

Lessee:

Burlington Northern Railroad Company
2900 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

Trust Indenture and Security Agreement

Owner Trustee:
First Security Bank of Utah,
National Association
61 South Main Street
Salt Lake City, Utah 84111

Indenture Trustee:
Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890

Trust Indenture Supplement No. 1

Owner Trustee:
First Security Bank of Utah,
National Association
61 South Main Street
Salt Lake City, Utah 84111

Indenture Trustee:
Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890

The description of the equipment covered by the aforesaid Lease and Lease Supplement is as follows:

Fourteen SD60-M locomotives with reporting marks BN9250 through BN9263, both inclusive,

Twenty-three GP39-2 locomotives with reporting marks BN2759 through BN2761, BN2870 through BN2874 and BN2885 through BN2899, all inclusive,

Two hundred forty aluminum gondola cars with reporting marks BN533641 through BN533880, both inclusive,

One hundred thirty sixty-five foot gondola cars with reporting marks BN580610 through BN580739, both inclusive,

Sixteen single double stack cars with reporting marks BN64003 through BN64018, both inclusive,

Thirty-one triple double stack cars with reporting marks BN64019 through BN64049, both inclusive.

Included in the property covered by the Trust Indenture and Security Agreement are (i) fourteen (14) SD60-M locomotives with reporting marks BN9250 through BN9263 both inclusive, twenty-three (23) GP39-2 locomotives with reporting marks BN2759 through BN2761, BN2870 through BN2874 and BN2885 through BN2899 all inclusive, two hundred forty (240) aluminum gondola cars with reporting marks BN533641 through BN533880 both inclusive, one hundred thirty (130) sixty-five foot gondola cars with reporting marks BN580610 through BN580739 both inclusive, sixteen (16) single double stack cars with reporting marks BN64003 through BN64018 both inclusive, thirty-one (31) triple double stack cars with reporting marks BN64019 through BN64049 both inclusive, and all additions, alterations and modifications thereto or replacements of any part thereof, whenever made or performed or acquired and all other items of tangible personal property of any kind acquired by First Security Bank of Utah, National Association, in connection with the acquisition of the aforementioned equipment, in each case whether acquired at the time of acquisition or thereafter acquired pursuant to the Lease or otherwise, (ii) certain rights of First Security Bank of Utah, National Association, in the Equipment Lease Agreement dated as of October 1, 1991, between First Security Bank of Utah, National Association, as lessor, and Burlington Northern Railroad Company, as lessee, (iii) all right, title and interest of First Security Bank of Utah, National Association, in and to all proceeds, rents, issues, profits, products, revenues and other income, from and on account of the property rights and privileges subjected or required to be subjected to the lien of the Trust Indenture and Security Agreement.

A fee of Sixty-eight dollars ($68.00) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Christopher G. Wilkinson
White & Case
1155 Avenue of the Americas
New York, New York 10036

A short summary of each of the documents to appear in the index follows:

1) Equipment Lease Agreement:

Equipment Lease Agreement dated as of October 1, 1991, between First Security Bank of Utah, National Association, as lessor, 61 South Main Street, Salt Lake City, Utah 84111, and Burlington Northern Railroad Company, as lessee, 2900 Continental Plaza, 777 Main Street, Forth Worth, Texas 76102, covering fourteen (14) SD60-M locomotives with reporting marks BN9250 through BN9263 both inclusive, twenty-three (23) GP39-2 locomotives with reporting marks BN2759 through BN2761, BN2870 through BN2874 and BN2885 through BN2899 all inclusive, two hundred forty (240) aluminum gondola cars with reporting marks BN533641 through BN533880 both inclusive, one hundred thirty (130) sixty-five foot gondola cars with reporting marks BN580610 through BN580739 both inclusive, sixteen (16) single double stack cars with reporting marks BN64003 through BN64018 both inclusive, thirty-one (31) triple double stack cars with reporting marks BN64019 through BN64049 both inclusive.

2) Lease Supplement No. 1:

Lease Supplement No. 1 dated October 16, 1991, between First Security Bank of Utah, National Association, as lessor, 61 South Main Street, Salt Lake City, Utah 84111, and Burlington Northern Railroad Company, as lessee, 2900 Continental Plaza, 777 Main

Street, Forth Worth, Texas 76102, covering fourteen (14) SD60-M locomotives with reporting marks BN9250 through BN9263 both inclusive, twenty-three (23) GP39-2 locomotives with reporting marks BN2759 through BN2761, BN2870 through BN2874 and BN2885 through BN2899 all inclusive, two hundred forty (240) aluminum gondola cars with reporting marks BN533641 through BN533880 both inclusive, one hundred thirty (130) sixty-five foot gondola cars with reporting marks BN580610 through BN580739 both inclusive, sixteen (16) single double stack cars with reporting marks BN64003 through BN64018 both inclusive, thirty-one (31) triple double stack cars with reporting marks BN64019 through BN64049 both inclusive.

3) Trust Indenture and Security Agreement:

Trust Indenture and Security Agreement dated as of October 1, 1991, between First Security Bank of Utah, National Association, as lessor, 61 South Main Street, Salt Lake City, Utah 84111, and Burlington Northern Railroad Company, as lessee, 2900 Continental Plaza, 777 Main Street, Forth Worth, Texas 76102, covering fourteen (14) SD60-M locomotives with reporting marks BN9250 through BN9263 both inclusive, twenty-three (23) GP39-2 locomotives with reporting marks BN2759 through BN2761, BN2870 through BN2874 and BN2885 through BN2899 all inclusive, two hundred forty (240) aluminum gondola cars with reporting marks BN533641 through BN533880 both inclusive, one hundred thirty (130) sixty-five foot gondola cars with reporting marks BN580610 through BN580739 both inclusive, sixteen (16) single double stack cars with reporting marks BN64003 through BN64018 both inclusive, thirty-one (31) triple double stack cars with reporting marks BN64019 through BN64049 both inclusive.

4) Trust Indenture Supplement No. 1:

Trust Indenture Supplement No. 1 dated October 16, 1991, between First Security Bank of Utah, National Association, as lessor, 61 South Main Street, Salt Lake City, Utah 84111, and Burlington Northern Railroad Company, as lessee, 2900 Continental Plaza, 777 Main Street, Forth Worth, Texas 76102, covering fourteen (14) SD60-M locomotives with reporting marks BN9250 through BN9263 both inclusive, twenty-three (23) GP39-2 locomotives with reporting marks BN2759 through BN2761, BN2870 through BN2874 and BN2885 through BN2899 all inclusive, two hundred forty (240) aluminum gondola cars with reporting marks BN533641 through BN533880 both inclusive, one hundred thirty (130) sixty-five foot gondola cars with reporting marks BN580610 through BN580739 both inclusive, sixteen (16) single double stack cars with reporting marks BN64003 through BN64018 both inclusive, thirty-one (31) triple double stack cars with reporting marks BN64019 through BN64049 both inclusive.

If you have any questions, please do not hesitate to call the undersigned.

Very truly yours,

Christopher Wilkinson

LEASE SUPPLEMENT NO. 1

Dated October 16, 1991

between

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION
Lessor

and

BURLINGTON NORTHERN RAILROAD COMPANY
Lessee

17562/A
RECORDATION NO. _____ FILED 1425
OCT 16 1991 -1 45 PM
INTERSTATE COMMERCE COMMISSION

CERTAIN OF THE RIGHT, TITLE AND INTEREST OF LESSOR IN AND TO THIS LEASE SUPPLEMENT, THE EQUIPMENT COVERED HEREBY AND THE RENT DUE AND TO BECOME DUE UNDER THE LEASE HAVE BEEN ASSIGNED AS COLLATERAL SECURITY TO, AND ARE SUBJECT TO A SECURITY INTEREST IN FAVOR OF, FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS INDENTURE TRUSTEE UNDER A TRUST INDENTURE AND SECURITY AGREEMENT, DATED AS OF OCTOBER 1, 1991, BETWEEN SAID INDENTURE TRUSTEE, AS SECURED PARTY, AND THE LESSOR, AS DEBTOR. INFORMATION CONCERNING SUCH SECURITY INTEREST MAY BE OBTAINED FROM THE INDENTURE TRUSTEE AT ITS ADDRESS SET FORTH IN SECTION 20 OF THE LEASE. TO THE EXTENT, IF ANY, THAT THIS LEASE SUPPLEMENT CONSTITUTES CHATTEL PAPER (AS SUCH TERM IS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT IN ANY APPLICABLE JURISDICTION), NO SECURITY INTEREST IN THIS LEASE SUPPLEMENT MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL COUNTERPART THAT CONTAINS THE RECEIPT THEREFOR EXECUTED BY WILMINGTON TRUST, AS INDENTURE TRUSTEE, ON OR IMMEDIATELY FOLLOWING THE SIGNATURE PAGE THEREOF. SEE SECTION 26.2 OF THE LEASE FOR INFORMATION CONCERNING THE RIGHTS OF THE ORIGINAL HOLDER AND THE HOLDERS OF THE VARIOUS COUNTERPARTS HEREOF.

Filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on _____, 1991, at __:__ _.M. Recordation Number _____, and deposited in the office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada on _____, 1991, at ___:__ _.M.

LEASE SUPPLEMENT NO. 1

LEASE SUPPLEMENT NO. 1 dated October 16, 1991, (this "Lease Supplement") between FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner Trustee ("Lessor") under the Trust Agreement, and BURLINGTON NORTHERN RAILROAD COMPANY, a Delaware corporation ("Lessee");

W I T N E S S E T H :

WHEREAS, Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement dated as of October 1, 1991, (the "Lease"). Unless otherwise defined herein, capitalized terms used herein shall have the meanings specified in Appendix A to the Lease;

WHEREAS, the Participation Agreement and the Lease provide that on the Closing Date, Vendor shall deliver to Owner Trustee a Vendor Bill of Sale dated such date by which Vendor bargains, conveys, assigns, sets over, sells and delivers to Owner Trustee, and Owner Trustee purchases and accepts from the Vendor, the Units to be conveyed on such Closing Date, and said Bill of Sale has been delivered by Vendor and accepted by Owner Trustee on such Closing Date;

WHEREAS, the Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for the purpose of confirming the acceptance and lease of the Units under the Lease as and when delivered by Lessor to Lessee in accordance with the terms thereof;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Lessor and Lessee hereby agree as follows:

1. Lessee hereby acknowledges and confirms that the Units set forth on Appendix A comply in all material respects with the specifications for such Units and are in good working order.

2. Lessor hereby confirms delivery and lease to Lessee, and Lessee hereby confirms acceptance and lease from Lessor, under the Lease as hereby supplemented, the Units listed on Appendix A hereto.

3. Lessee hereby represents and warrants that no Event of Loss has occurred with respect to the Units set forth on Appendix A hereto as of the date hereof.

4. The Closing Date of the Units described above is the date of this Lease Supplement set forth in the opening paragraph hereof.

5. The aggregate Equipment Cost of the Units leased hereunder is $63,744,000 and the amounts comprising such Equipment Cost are set forth on Schedule 1 hereto. The Stipulated Loss Values and Termination Values applicable in respect of the Units are set forth, respectively, on Schedules 4 and 5 to the Participation Agreement.

6. Lessee hereby confirms its agreement, in accordance with the Lease as supplemented by this Lease Supplement, to pay Rent to Lessor for each Unit leased hereunder as provided for in the Lease.

7. The execution and delivery of this Lease Supplement will in no way relieve or decrease the responsibility of any manufacturer for the warranties it has made with respect to any Unit.

8. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Lease Supplement may refer to the "Equipment Lease Agreement, dated as of October 1, 1991", the "Lease Agreement, dated as of October 1, 1991" or the "Lease, dated as of October 1, 1991", may identify the Lease in any other respect without making specific reference to this Lease Supplement, but nevertheless all such references shall be deemed to include this Lease Supplement, unless the context shall otherwise require.

9. This Lease Supplement shall be construed in connection with and as a part of the Lease, and all terms, conditions and covenants contained in the Lease shall be and remain in full force and effect.

10. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

11. This Lease Supplement is being delivered in the State of New York and shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed and delivered on the day and year first above written.

LESSOR:

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION
not in its individual capacity except as otherwise expressly provided but solely as Owner Trustee

By: _____
Name: BRETT R. KING
Title: ASSISTANT TRUST OFFICER

LESSEE:

BURLINGTON NORTHERN RAILROAD COMPANY

By: _____
Name: Robert F. McKenney
Title: Senior Vice President
and Treasurer

STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

On this 15th day of October, 1991, before me personally appeared BRETT R. KING to me personally known, who being by me duly sworn, says that he is a ASSISTANT TRUST OFFICER of First Security Bank of Utah, N.A., that said instrument was signed and sealed on October 15, 1991, on behalf of association 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.

By: Eugene F. Kenny
Notary Public

(S E A L)

My Commission Expires: EUGENE F. KENNY
Notary Public, State of New York
No. 31-4986102
Qualified in New York County
Commission Expires Sept. 3, 1993

STATE OF Texas)
) ss:
COUNTY OF Tarrant)

On this 15th day of October, 1991, before me personally appeared Robert F. McKenney to me personally known, who being by me duly sworn, says that he is a Senior Vice President and Treasurer of Burlington Northern Railroad Company, that said instrument was signed and sealed on October 15, 1991, 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.

KELLY MURRAY
Notary Public State of Texas
My Commission Expires Aug. 23, 1993
(S E A L)

By: Kelly Murray
Notary Public

My Commission Expires: August 23, 1993

APPENDIX A

Type of Equipment	Number of Units	Reporting Marks
TYPE A EQUIPMENT		
SD60-M Locomotives	14	BN 9250 thru BN 9263
TYPE B EQUIPMENT		
GP39-2 Locomotives	23	BN 2759 thru BN 2761 BN 2870 thru BN 2874 BN 2885 thru BN 2899
TYPE C EQUIPMENT		
Aluminum Gondola Cars	240	BN 533641 thru BN 533880
TYPE D EQUIPMENT		
65' Gondola Cars	130	BN 580610 thru BN 580739
TYPE E EQUIPMENT		
Single Double Stack Cars	16	BN 64003 thru BN 64018
TYPE F EQUIPMENT		
Triple Double Stack Cars	31	BN 64019 thru BN 64049