



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

RECORDATION NO. 11391 FILED 1425

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

APR 19 1990 -li 05 AM

(817) 878-2385
Docket No. BN 11780

FEDERAL EXPRESS INTERSTATE COMMERCE COMMISSION

April 16, 1990

0-109A000

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Re: Document for Recordation: Supplemental Agreement to
Burlington Northern Inc. (now Burlington Northern
Railroad Company) Equipment Trust of 1980, Series 1

Dear Ms. Lee:

I am enclosing an original and one verified copy of the
document described below to be recorded pursuant to
Section 11303, Title 49 of the United States Code.

This document is a Supplemental Agreement dated March 9,
1990, a secondary document to the Burlington Northern
Inc. (now Burlington Northern Railroad Company)
Equipment Trust of 1980, Series 1, dated February 1,
1980.

The primary document to which this Supplemental
Agreement is connected, was recorded with the Interstate
Commerce Commission on January 21, 1980, and assigned
Recordation No. 11391.

The names and addresses of the parties to the
transaction are:

Trustee: First Trust National Association
180 East Fifth Street
St. Paul, Minnesota 55101

Owner: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

Ms. Mildred Lee
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A general description of the equipment covered by the enclosed Supplemental Agreement is shown on Schedule C of said document.

A fee of \$15.00 is enclosed for recording the Supplemental Agreement. Please return any extra copies not needed by the Commission for recordation to the undersigned.

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

Supplemental Agreement, dated March 9, 1990, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1980, Series 1 (ICC Recordation No. 11391, January 21, 1980), subjecting the equipment described on Schedule C of said document to the Equipment Trust of 1980.

Very truly yours,



Rebecca R. Martin
Legal Assistant

RRM/tmh/FINA0054.DOC

Enclosures

VERIFICATION

RECORDATION NO. 11391 FILED 1425

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INTERSTATE COMMERCE COMMISSION

STATE OF TEXAS)
) ss.
COUNTY OF TARRANT)

Francis T. Kelly, Securities and Finance Counsel, Burlington Northern Railroad Company, being duly sworn, deposes and states that he has compared the attached copy with the original document and has found the copy to be complete and identical in all respects to the original document.

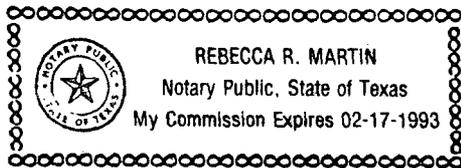
Francis T. Kelly

Francis T. Kelly

Subscribed and sworn to before me
this 16th day of April, 1990.

Rebecca R. Martin

Notary Public in and for
the State of Texas



APR 19 1990 -11 05 AM

AGREEMENT FOR TRUST

INTERSTATE COMMERCE COMMISSION

AGREEMENT dated as of March 9, 1990, between FIRST TRUST NATIONAL ASSOCIATION, 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 an Equipment Trust Agreement in connection with the Burlington Northern Inc. Equipment Trust of 1980 and supplements thereto described in Schedule A attached hereto (hereinafter called the "Trust Agreement"); and

WHEREAS, in compliance with the Trust Agreement 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 Agreement:

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 Agreement.

2. The Replacement Equipment is hereby subjected to the terms and conditions of the Trust Agreement 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 Agreement for replacement of Destroyed Equipment the Trustee shall pay from the proceeds on deposit for Destroyed Equipment from the trust established pursuant to the Trust Agreement 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 the Replacement Equipment with a purchase price equal to the funds actually expended from this Trust. After each unit of Replacement Equipment to be subjected to this Trust has been delivered and paid for, the Company will prepare an amendment of this Agreement amending the Schedules attached hereto to reflect the actual costs of the Replacement Equipment in the event such actual costs exceed the amount set forth in Schedule C hereto.

3. Upon maturity of the Trust the Trustee will convey title to the Company to the Replacement Equipment.

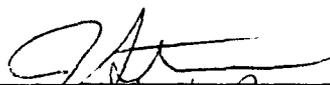
4. Each unit of Replacement Equipment shall bear the following ownership markings:

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

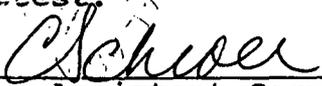
5. This Agreement will be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these presents to be signed 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.

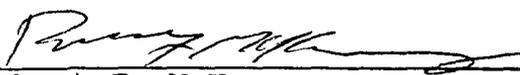
FIRST TRUST NATIONAL ASSOCIATION
as Trustee

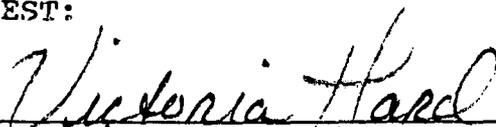
By: 
Title: A. U. P.




Assistant Secretary

BURLINGTON NORTHERN RAILROAD
COMPANY

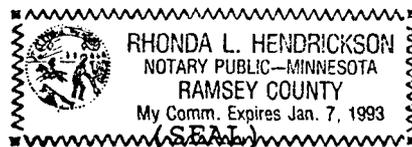
By: 
Robert F. McKenney,
Vice President and Treasurer

(SEAL)
ATTEST:

Assistant Secretary

MINNESOTA
STATE OF ~~NEW YORK~~)
 RAMSEY) SS
COUNTY OF ~~NEW YORK~~)

On this 9th day of March, 1990, before me personally appeared Jon M. Stevens, to me personally known, who being by me duly sworn, says that he is Assistant Vice President of First Trust National Association 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.

Rhonda L. Hendrickson
Notary Public

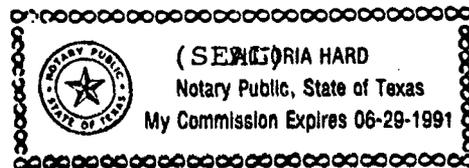


STATE OF TEXAS)
) SS
COUNTY OF TARRANT)

On this 9th day of March, 1990, before me personally appeared Robert F. McKenney, to me personally known, who being by me duly sworn, says that he is Vice President and Treasurer 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.

Victoria Hard

Notary Public



SCHEDULE A

| Original Recordation | | | | Supplemental Information | | |
|--|---------|---------------------|---------------|--------------------------|--------------------|---------------|
| Equipment Trust | Dated | Date of ICC Record. | Record Number | Dated | Date of ICC Record | Record Number |
| Burlington Northern Inc. Equipment Trust of 1980 | 2/01/80 | 1/21/80 | 11391 | 10/20/80 | 10/21/80 | 11391-A |
| | | | | 1/01/81 | 1/14/81 | 11391-B |
| | | | | 7/27/82 | 8/11/82 | 11391-C |

SCHEDULE B

| Equipment Trust Agreement | Available Destroyed Car Balance for the Trust |
|---|---|
| Burlington Northern Inc. Equipment Trust of 1980 | \$2,496,054.32 (as of 1/31/90) |

SCHEDULE C
REPLACEMENT EQUIPMENT

| Car Description | Quantity | Car Nos. (incl.) | Estimated Unit Cost | Total Cost |
|-----------------|----------|--|------------------------|---------------|
| Hopper Cars | 17 | WCTX 8001-80005 WCTX 8007-8011 WCTX 8013 WCTX 8015-8020 | \$29,500 | \$501,500 |