

June \_\_, 1990

BY MESSENGER

0-179A008

Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue  
Washington, D.C. 20423  
Attn.: Ms. Mildred Lee, Room 2303

RECORDATION NO. 161321B FILED 1023

JUN 28 1990 -11 05 PM

INTERSTATE COMMERCE COMMISSION

Re: Documents for Recordation

Dear Ms. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder enclosed herewith for filing and recordation are the following:

Two notarized and executed originals and one copy of Lease Supplement No. 1, a secondary document, dated as of May 25, 1990 between Wilmington Trust Company, as trustee (Lessor), whose address is Rodney Square North, Wilmington, Delaware 19890, and Burlington Northern Railroad Company (Lessee), whose address is 2900 Continental Plaza, 777 Main Street, Fort Worth, Texas 76102. The primary document to which this Lease Supplement No. 1 is connected, is the Equipment Lease dated as of December 1, 1988 between Wilmington Trust Company, as trustee (Lessor), and Burlington Northern Railroad Company (Lessee). This primary document is recorded under Registration No. 1 6132-A.

The following is a description of the equipment covered by the Lease Supplement No. 1:

- |  |  |
|--|--|
| Identifying marks and numbers<br>(all numbers inclusive) | - BN376750 through BN376959                                      |
| Number of cars   | - 210  |
| Description  | - 100-ton high Cube Boxcars<br>manufactured by<br>Gunderson Inc. |
| Purchase price each                                      | - \$58,511.75  |

JUN 28 1990 10 54 AM '90  
UNIT 1023

Interstate Commerce Commission  
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Enclosed is a certified check in the amount of \$15.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the Lease Supplement No. 1, with filing date noted thereon, following recordation thereof, to the representative of Gardner, Carton & Douglas who is delivering this letter with enclosures to you.

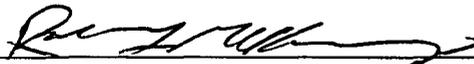
A short summary of the document to appear in the index follows:

Lease Supplement No. 1, a secondary document, dated as of May 25, 1990, between Wilmington Trust Company, as trustee (Lessor), and Burlington Northern Railroad Company (Lessee), covering various railroad cars. The primary document to which this Lease Supplement No. 1 relates is the Equipment Lease dated as of December 1, 1988, between Wilmington Trust Company, as trustee (Lessor), and Burlington Northern Railroad Company (Lessee) with Recordation No. 1 6132-A.

Very truly yours,

Burlington Northern Railroad  
Company

By: \_\_\_\_\_



LEASE SUPPLEMENT NO. 1

RECORDATION NO. 161321B  
FILED 1425  
JUN 28 1990 -11 05 PM  
DELAWARE COMMERCE COMMISSION

This LEASE SUPPLEMENT NO. 1, dated as of May 25, 1990, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not individually but solely as Trustee under Trust Agreement dated as of December 1, 1988 (the "Lessor"), and BURLINGTON NORTHERN RAILROAD COMPANY, a Delaware corporation (the "Lessee");

WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease dated as of December 1, 1988 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of confirming any change in Fixed Rentals and Casualty Value.

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

1. Schedule C to the Lease, setting forth the amounts of Fixed Rental, is hereby amended to read in full as attached hereto.
2. Schedule E to the Lease, showing Casualty Values, is hereby amended to read in full as attached hereto.
3. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of the Lease Supplement may refer to the "Equipment Lease dated as of December 1, 1988" or "Lease dated as of December 1, 1988" 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.
4. This Lease Supplement shall be construed in connection with and as part of the Lease, and all terms, conditions and covenants contained in the Lease, except as herein modified, shall be and remain in full force and effect.
5. 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.

**Interstate Commerce Commission**  
Washington, D.C. 20423

6/29/90

OFFICE OF THE SECRETARY

Bettina Weis

Gardner Carton & Douglas  
Suite 3400 Quaker Tower  
321 North Clark Street  
Chicago, Illinois 60610-4795

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/28/90 at 11:05am and assigned recordation number(s). 16132-B

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

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

WILMINGTON TRUST COMPANY, not individually but solely as trustee under Trust Agreement dated as of December 1, 1988

[SEAL]

By:

*Colonial*  
Its: Financial Services Officer

ATTEST:

*[Signature]*  
Its: Financial Services Officer

BURLINGTON NORTHERN RAILROAD COMPANY

[SEAL]

By:

Its: \_\_\_\_\_

ATTEST:

Its \_\_\_\_\_ Secretary

Consented to as of the date first above written.

MERIDIAN TRUST COMPANY,  
as Security Trustee

[CORPORATE SEAL]

By:

Its: \_\_\_\_\_

ATTEST:

Its \_\_\_\_\_

SCHEDULE E  
(to Equipment Lease)

SCHEDULE OF CASUALTY VALUES  
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\* The Casualty Value for an Item of Equipment payable on the Term Lease Commencement Date or any Fixed Rental Payment Date thereafter shall mean an amount equal to the percent of the Purchase Price of such Item set forth opposite such date in the following schedule:

Term Lease Commencement Date or Fixed Rental Payment Date on which Casualty Value is Paid -----	Percentage of Purchase Price Payable as Casualty Value * -----
Term Lease Commencement Date	108.9780073%
November 30, 1989	110.7557738%
May 30, 1990	110.6888404%
November 30, 1990	111.8723834%
May 30, 1991	111.2095148%
November 30, 1991	112.0272822%
May 30, 1992	110.9011339%
November 30, 1992	111.4722568%
May 30, 1993	109.9631351%
November 30, 1993	110.3241101%
May 30, 1994	108.4024287%
November 30, 1994	108.5346781%
May 30, 1995	106.2026054%
November 30, 1995	106.2681671%
May 30, 1996	103.5916658%
November 30, 1996	103.6612197%
May 30, 1997	100.8438657%
November 30, 1997	100.9176557%
May 30, 1998	97.8000105%
November 30, 1998	97.8782943%
May 30, 1999	94.3922288%
November 30, 1999	94.4752798%
May 30, 2000	89.1479514%
November 30, 2000	89.2360600%
May 30, 2001	83.4917934%
November 30, 2001	83.5852679%
May 30, 2002	77.4107867%
November 30, 2002	77.5099539%
May 30, 2003	70.8481989%
November 30, 2003	70.9534053%
May 30, 2004	63.8669446%
November 30, 2004	63.9933996%
May 30, 2005	56.4698421%
November 30, 2005	56.8513050%
May 30, 2006	48.8494365%
November 30, 2006	49.5648787%
May 30, 2007	41.0688686%
November 30, 2007	42.1896174%
May 30, 2008	33.1881896%
November 30, 2008	34.7974968%
May 30, 2009	25.0000000%

STATE OF Delaware )  
 ) SS.  
COUNTY OF New Castle )

On this 25<sup>th</sup> day of May, 1990, before me personally appeared Carolyn C. Daniels and James P. Lawler, to me personally known, who being by me duly sworn that they are the Financial Services Officer and Financial Services Officer of WILMINGTON 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deborah Brender  
Notary Public

[NOTARIAL SEAL]

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

NOTARY PUBLIC  
My Commission Expires August 10, 1993

STATE OF \_\_\_\_\_ )  
 ) SS.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of May, 1990, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, to me personally known, who being by me duly sworn that they are the \_\_\_\_\_ and \_\_\_\_\_ 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

[NOTARIAL SEAL]

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

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

WILMINGTON TRUST COMPANY, not individually but solely as trustee under Trust Agreement dated as of December 1, 1988

[SEAL]

ATTEST:

By: \_\_\_\_\_  
Its: \_\_\_\_\_

Its: \_\_\_\_\_

BURLINGTON NORTHERN RAILROAD COMPANY

[SEAL]

ATTEST:

By: *[Signature]*  
Its: Vice President  
and Treasurer

*[Signature]*  
Its Corporate Secretary

Consented to as of the date first above written.

MERIDIAN TRUST COMPANY,  
as Security Trustee

[CORPORATE SEAL]

ATTEST:

By: \_\_\_\_\_  
Its: \_\_\_\_\_

Its \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of May, 1990, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, to me personally known, who being by me duly sworn that they are the \_\_\_\_\_ and \_\_\_\_\_ of WILMINGTON 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 they 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 Texas )  
 ) SS.  
COUNTY OF Tarrant )

On this 24<sup>th</sup> day of May, 1990, before me personally appeared Robert F. McKenney and Beverly A. Edwards, to me personally known, who being by me duly sworn that they are the Vice President and Treasurer and Corporate Secretary 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kelly Murray  
Notary Public

[NOTARIAL SEAL]

My Commission Expires: August 23, 1993

56325

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

WILMINGTON TRUST COMPANY, not individually but solely as trustee under Trust Agreement dated as of December 1, 1988

[SEAL]

By: \_\_\_\_\_  
Its: \_\_\_\_\_

ATTEST:

Its: \_\_\_\_\_

BURLINGTON NORTHERN RAILROAD COMPANY

[SEAL]

By: \_\_\_\_\_  
Its: \_\_\_\_\_

ATTEST:

Its \_\_\_\_\_ Secretary

Consented to as of the date first above written.

MERIDIAN TRUST COMPANY,  
as Security Trustee

[CORPORATE SEAL]

By: Stephen M. Carlo  
Its: Vice President

ATTEST:

Its \_\_\_\_\_

SCHEDULE C  
(to Equipment Lease)

SCHEDULE OF RENTAL PAYMENTS

FIXED RENTAL PAYMENT DATE -----	PERCENT OF PURCHASE PRICE PAYABLE -----
May 30, 1989	.0000000%
November 30, 1989	3.9530920%
May 30, 1990	5.4651048%
November 30, 1990	3.8810760%
May 30, 1991	5.5371207%
November 30, 1991	3.8016790%
May 30, 1992	5.6165177%
November 30, 1992	3.7141440%
May 30, 1993	5.7040527%
November 30, 1993	3.6176360%
May 30, 1994	5.8005607%
November 30, 1994	3.5112360%
May 30, 1995	5.9069607%
November 30, 1995	3.3939300%
May 30, 1996	6.1379602%
November 30, 1996	3.2646010%
May 30, 1997	6.1535957%
November 30, 1997	3.1500470%
May 30, 1998	6.3470700%
November 30, 1998	3.0506050%
May 30, 1999	6.6207619%
November 30, 1999	2.9481000%
May 30, 2000	8.3646830%
November 30, 2000	2.7516720%
May 30, 2001	8.6047118%
November 30, 2001	2.5594890%
May 30, 2002	8.8588085%
November 30, 2002	2.3551300%
May 30, 2003	9.1559528%
November 30, 2003	2.1375260%
May 30, 2004	9.3735568%
November 30, 2004	1.8758720%
May 30, 2005	9.6352108%
November 30, 2005	1.4888000%
May 30, 2006	10.0222828%
November 30, 2006	1.0582660%
May 30, 2007	10.4528168%
November 30, 2007	.5836030%
May 30, 2008	10.9274798%
November 30, 2008	.0602860%
May 30, 2009	11.4507968%

ANNEX A  
(to Trust Indenture)

AMORTIZATION SCHEDULE  
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Date	Principal Repayment	Interest	Debt Service	Balance
-----	-----	-----	-----	-----
5/30/ 1989	.00	*	*	9,477,752.88
11/30/ 1989	.00	485,734.84	485,734.84	9,477,752.88
5/30/ 1990	172,661.21	485,734.84	658,396.05	9,305,091.67
11/30/ 1990	.00	476,885.95	476,885.95	9,305,091.67
5/30/ 1991	190,358.92	476,885.95	667,244.87	9,114,732.75
11/30/ 1991	.00	467,130.05	467,130.05	9,114,732.75
5/30/ 1992	209,870.70	467,130.05	677,000.75	8,904,862.05
11/30/ 1992	.00	456,374.18	456,374.18	8,904,862.05
5/30/ 1993	231,382.53	456,374.18	687,756.71	8,673,479.52
11/30/ 1993	.00	444,515.83	444,515.83	8,673,479.52
5/30/ 1994	255,099.15	444,515.83	699,614.98	8,418,380.37
11/30/ 1994	.00	431,441.99	431,441.99	8,418,380.37
5/30/ 1995	281,246.85	431,441.99	712,688.84	8,137,133.52
11/30/ 1995	.00	417,028.09	417,028.09	8,137,133.52
5/30/ 1996	310,074.57	417,028.09	727,102.66	7,827,058.95
11/30/ 1996	.00	401,136.77	401,136.77	7,827,058.95
5/30/ 1997	274,648.88	401,136.77	675,785.65	7,552,410.07
11/30/ 1997	.00	387,061.02	387,061.02	7,552,410.07
5/30/ 1998	238,417.65	387,061.02	625,478.67	7,313,992.42
11/30/ 1998	.00	374,842.11	374,842.11	7,313,992.42
5/30/ 1999	245,762.49	374,842.11	620,604.60	7,068,229.93
11/30/ 1999	.00	362,246.78	362,246.78	7,068,229.93
5/30/ 2000	470,946.98	362,246.78	833,193.76	6,597,282.95
11/30/ 2000	.00	338,110.75	338,110.75	6,597,282.95
5/30/ 2001	460,769.03	338,110.75	798,879.78	6,136,513.92
11/30/ 2001	.00	314,496.34	314,496.34	6,136,513.92
5/30/ 2002	489,961.58	314,496.34	804,457.92	5,646,552.34
11/30/ 2002	.00	289,385.81	289,385.81	5,646,552.34
5/30/ 2003	521,718.03	289,385.81	811,103.84	5,124,834.31
11/30/ 2003	.00	262,647.76	262,647.76	5,124,834.31
5/30/ 2004	627,327.98	262,647.76	889,975.74	4,497,506.33
11/30/ 2004	.00	230,497.20	230,497.20	4,497,506.33
5/30/ 2005	928,027.66	230,497.20	1,158,524.86	3,569,478.67
11/30/ 2005	.00	182,935.78	182,935.78	3,569,478.67
5/30/ 2006	1,032,228.16	182,935.78	1,215,163.94	2,537,250.51
11/30/ 2006	.00	130,034.09	130,034.09	2,537,250.51
5/30/ 2007	1,138,031.45	130,034.09	1,268,065.54	1,399,219.06
11/30/ 2007	.00	71,709.98	71,709.98	1,399,219.06
5/30/ 2008	1,254,679.74	71,709.98	1,326,389.72	144,539.32
11/30/ 2008	.00	7,407.64	7,407.64	144,539.32
5/30/ 2009	144,539.32	7,407.64	151,946.96	.00

\* Interest only accrued from the date of the Note to May 30, 1989.



SCHEDULE E  
(to Equipment Lease)

SCHEDULE OF CASUALTY VALUES  
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\* The Casualty Value for an Item of Equipment payable on the Term Lease Commencement Date or any Fixed Rental Payment Date thereafter shall mean an amount equal to the percent of the Purchase Price of such Item set forth opposite such date in the following schedule:

Term Lease Commencement Date or Fixed Rental Payment Date on which Casualty Value is Paid -----	Percentage of Purchase Price Payable as Casualty Value * -----
Term Lease Commencement Date	108.1113052%
November 30, 1989	109.7740005%
May 30, 1990	109.7012480%
November 30, 1990	110.7786128%
May 30, 1991	110.1149851%
November 30, 1991	110.8298725%
May 30, 1992	109.7051117%
November 30, 1992	110.1743558%
May 30, 1993	108.6668296%
November 30, 1993	108.9261965%
May 30, 1994	107.0066060%
November 30, 1994	107.0684040%
May 30, 1995	104.8431640%
November 30, 1995	104.9087257%
May 30, 1996	102.4527513%
November 30, 1996	102.5223052%
May 30, 1997	99.8117839%
November 30, 1997	99.8855740%
May 30, 1998	96.9503088%
November 30, 1998	97.0285926%
May 30, 1999	93.8990720%
November 30, 1999	93.9821219%
May 30, 2000	88.5856062%
November 30, 2000	88.6737148%
May 30, 2001	82.8939831%
November 30, 2001	82.9874556%
May 30, 2002	76.8312818%
November 30, 2002	76.9304479%
May 30, 2003	70.3744969%
November 30, 2003	70.4797021%
May 30, 2004	63.4995506%
November 30, 2004	63.6124635%
May 30, 2005	56.1923424%
November 30, 2005	56.5481429%
May 30, 2006	48.6492029%
November 30, 2006	49.3376140%
May 30, 2007	40.9423700%
November 30, 2007	42.0329644%
May 30, 2008	33.1281566%
November 30, 2008	34.7019559%
May 30, 2009	25.0000000%