



**BURLINGTON NORTHERN INC.**

RECORDATION NO. 8296-B Filed 1425

JUL 19 1982 -3 00 PM

July 16, 1982

INTERSTATE COMMERCE COMMISSION

2-2004093  
JUL 19 1982  
See \$.....  
ICC Washington, D.C.

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

Re: Burlington Northern Inc. Equipment Trust of 1976,  
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 1, 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 1976,  
Series 2 recorded with the Interstate Commerce  
Commission on January 5, 1976 - ICC Recordation No.  
 8296-B

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

One (1) 100-ton, 2,200 cubic foot Double Hopper Car;  
Portec, Inc., Rail Car Division, Builder; Road number  
953801.

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

Citibank, N.A.  
Corporate Trust Department  
5 Hanover Square, 14th Floor  
New York, NY 10043, Trustee

Burlington Northern Railroad Company  
(formerly Burlington Northern Inc.)  
176 E. Fifth Street  
St. Paul, MN 55101

Letter to Ms. Mergenovich  
Page 2

The \$10.00 fee for your services is included in the enclosed check for \$30.00 which covers recordation of three 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  
Office Manager  
Law  
(206) 625-6769

Enclosures

sctd,3



**BURLINGTON NORTHERN INC.**

*(Correction Received)*  
RECORDATION NO. 8296-B  
Filed 1425

JUL 23 1982 10 33 AM  
INTERSTATE COMMERCE COMMISSION

July 23, 1982

REVISED ICC NUMBER

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Interstate Commerce Commission  
Washington, D.C. 20423

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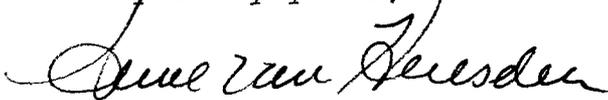
Letter to Ms. Mergenovich  
July 23, 1982  
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Anne van Heusden  
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Law  
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Enclosures

SCRD049

RECORDATION NO. 8296-B FORM 1425

JUL 19 1982 -3 00 PM  
INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts of  
which this is Counterpart No. 3

BURLINGTON NORTHERN EQUIPMENT TRUST OF 1976, SERIES 2

Supplemental Agreement

AGREEMENT dated as of the 1st day of July, 1982, between CITIBANK, N.A., a national banking association incorporated and existing under the laws of the United States of America, as Trustee (hereinafter called the "Trustee"), party of the first part, 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 the "Company"), party of the second part,

WHEREAS, by a certain Agreement dated as of May 13, 1976, executed by the Trustee and the Company, there was established "Burlington Northern Equipment Trust of 1976, Series 2"; and

WHEREAS, by the terms thereof, the Trustee did lease to the Company the railroad equipment described on Schedule A to said Agreement; and

WHEREAS, the parties desire to amend said Schedule A to add one (1) 100-ton, 2200 cubic foot Double Hopper Car;

NOW, THEREFORE, it is agreed:

1. That Schedule A of said Agreement be and is hereby amended to add one (1) 100-ton, 2200 cubic foot Double Hopper Car bearing Burlington Northern Railroad Company road No. BN 953801, and the Company does hereby agree to accept delivery and possession of same thereunder.

2. Said car No. BN 953801 shall be deemed to be a portion of the Trust Equipment leased by the Trustee to the Company under said Agreement in all respects as if the same had been so delivered to the Company simultaneously with the execution and delivery of said Agreement, and shall be subject to all the terms and conditions of said Agreement.

3. It is understood and agreed that except as otherwise provided in said Agreement the title to and ownership of said car No. BN 953801 shall be reserved to and remain in the Trustee, notwithstanding the delivery of the same to and the possession and use thereof by the Company.

4. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Agreement or the due execution hereof by the Company or for or in respect of the correctness of the recitals of fact contained herein, which recitals are made by the Company.

5. This Supplemental Agreement may be executed simultaneously or from time to time, in several counterparts and each counterpart shall constitute a complete original instrument, and it shall not be necessary in making proof of this Supplemental Agreement or any counterpart hereof to produce or account for any of the other counterparts.

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

CITIBANK, N.A.  
as Trustee

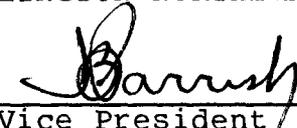
By  \_\_\_\_\_  
Senior Trust Officer

(SEAL)

ATTEST:

By  \_\_\_\_\_  
Trust Officer

BURLINGTON NORTHERN RAILROAD COMPANY

By  \_\_\_\_\_  
Vice President

(SEAL)

ATTEST:

 \_\_\_\_\_  
Assistant Secretary

STATE OF NEW YORK )  
 ) SS  
COUNTY OF NEW YORK )

On this 9th day of July, 1982, before me personally appeared Ralph E. Johnson, to me personally known, who being by me duly sworn, says that he is Senior Trust Officer of Citibank, N.A.; 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.

(SEAL)

*Patricia C. Tampf*

**PATRICIA C. TAMFOL**  
Notary Public, State of New York  
No. 01TA4658889  
Qualified in Kings County  
Certificate Filed in New York County  
Term Expires March 30, 1983

