



**BURLINGTON NORTHERN RAILROAD**

LAW DEPARTMENT

RECORDATION NO. 9223 E FILED 1425

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

(817) 878-2385  
Docket No. BN 8662

AUG 28 1990 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

**FEDERAL EXPRESS**

0-240A031

August 24, 1990

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

**Re: Document for Recordation: Agreement to Reflect Name Change**

Dear Ms. Lee:

I am enclosing two counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is an Agreement to reflect a corporate name change, dated July 20, 1990.

The primary document to which the Agreement is connected, was recorded with the Interstate Commerce Commission on February 2, 1978, and assigned Recordation No. 9223-B.

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

**Lessor:** First Illinois Bank of Evanston, N.A.  
800 Davis Street  
P.O. Box 712  
Evanston, Illinois 60204

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

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Ms. Mildred Lee  
August 24, 1990  
Page 2

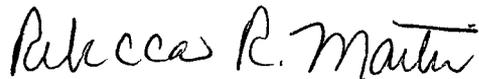
A general description of the equipment covered by the enclosed Agreement is as follows: 54 diesel-electric locomotives, numbered BN 7029-7062 and BN 8010-8029.

A fee of \$15.00 is enclosed for recording the Agreement. Please return the original and 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:

Agreement to reflect a corporate name change, dated July 20, 1990, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Lease of Railroad Equipment (ICC Recordation No. 9223-B, February 2, 1978), covering the equipment described as follows: 54 diesel-electric locomotives, numbered BN 7029-7062 and BN 8010-8029.

Very truly yours,



Rebecca R. Martin  
Legal Assistant

rrm/FINA0165.DOC

Enclosures

cc: Mr. Arthur C. Boos  
Johnson, Bromberg & Leeds  
2600 Lincoln Plaza  
Dallas, Texas 75201-3398

Interstate Commerce Commission  
Washington, D.C. 20423

8/28/90

OFFICE OF THE SECRETARY

Rebecca R. Martin

Burlington Northern Railroad

3800 Continental Plaza

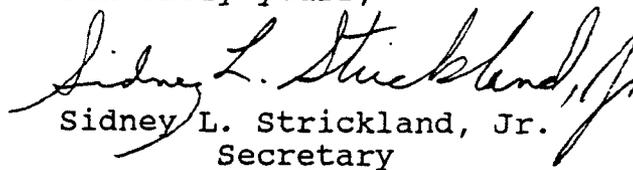
777 Main Street

FT Worth Texas 76102

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 8/28/90 at 11:05am, and assigned recordation number(s). 9223-E

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

AUG 28 1990 -11 05 AM

AGREEMENT

INTERSTATE COMMERCE COMMISSION

Agreement dated as of July 20, 1990, between First Illinois Bank of Evanston, N.A., formerly known as First National Bank and Trust Company of Evanston ("Owner-Trustee"), and Burlington Northern Railroad Company, formerly known as Burlington Northern Inc. ("Lessee").

WHEREAS, the Lessee and the Owner-Trustee have entered into a Lease of Railroad Equipment (the "Lease"), dated as of December 15, 1977;

WHEREAS, the Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act on February 2, 1978, and assigned recordation number 9223-B; and

WHEREAS, the parties hereto desire to reflect and record that the corporate name of the Lessee changed from Burlington Northern Inc. to Burlington Northern Railroad Company effective as of May 14, 1981;

NOW THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto agree as follows:

1. The name of the Lessee as it appears in the Lease is changed for all intents and purposes from Burlington Northern Inc. to Burlington Northern Railroad Company.
2. This Agreement shall be filed for recordation with the Interstate Commerce Commission.
3. Except for the change of name reflected herein, the Lease shall remain in full force and effect.
4. This Agreement may be executed in any number of counterparts and such counterparts together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers hereunto duly authorized, and their respective corporate seal, duly attested, to be hereunto affixed, as of the day and year first above written.

(SEAL)

FIRST ILLINOIS BANK OF  
EVANSTON, N.A., formerly First  
National Bank and Trust Company  
of Evanston

ATTEST:

Irene M. Neber

By: Charles W. Tramel

Printed Name: CHARLES W. TRAMEL

Title: VICE PRESIDENT and TRUST OFFICER



(SEAL)

BURLINGTON NORTHERN RAILROAD COMPANY, formerly Burlington Northern Inc.

ATTEST:

*Jennifer S. Canaker*

By: *Douglas J. Babb*

Printed Name: Douglas J. Babb

Title: Vice President + General Counsel

STATE OF Illinois )  
COUNTY OF Cook )

ss:

On this 23rd day of July, 1990, before me personally appeared CHARLES W. TRAMEL, to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT and TRUST OFFICER of First Illinois Bank of Evanston, N.A., formerly known as First National Bank and Trust Company of Evanston, that the seal 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.

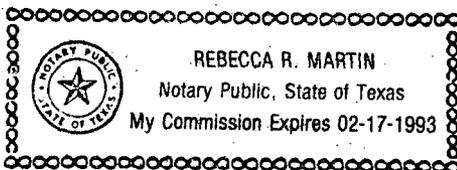


*Susan G. Mock*  
Notary Public

STATE OF TEXAS )  
COUNTY OF TARRANT )

ss:

On this 23rd day of August, 1990, before me personally appeared Douglas J. Babb, to me personally known, who, being by me duly sworn, says that he is a Vice President + General Counsel of Burlington Northern Railroad Company, formerly known as Burlington Northern Inc., that the seal 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.



*Rebecca R. Martin*  
Notary Public