



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

(817) 878-2361

FEDERAL EXPRESS

January 5, 1988

RECORDATION NO. 5809-F Filed 1425

8-006A111

JAN 6 1988 - 2 00 PM No.

JAN 06 1988

Ms. Noreta R. McGee, Secretary
Interstate Commerce Commission
Room 1324
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Date _____
Fee \$ 10.00
ICC Washington, D.C.
Bao

Re: Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1970, Series 1

Dear Ms. McGee:

I am enclosing six 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 a Satisfaction and Bill of Sale, dated December 4, 1987, by which all right, title and interest in and to the existing equipment covered by the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1970, Series 1, dated as of August 1, 1970, is conveyed to Burlington Northern Railroad Company.

The primary document to which the Satisfaction and Bill of Sale is connected was recorded with the Interstate Commerce Commission on August 21, 1970, and assigned Recordation No. 5809.

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

Trustee: The Chase Manhattan Bank, N.A.
One New York Plaza
New York, New York 10081

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

A general description of the equipment covered by the enclosed Satisfaction and Bill of Sale is shown on Schedule A of said document.

100-211000-1
JAN 6 3 24 PM '88
MOTOR VEHICLE DIVISION
FBI

Ms. Noreta R. McGee

-2-

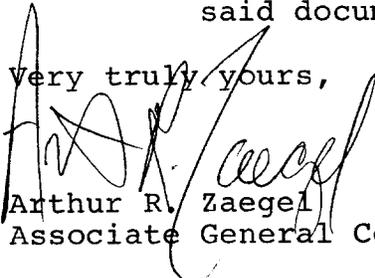
January 5, 1988

A fee of \$10.00 is enclosed for recording the Satisfaction and Bill of Sale. 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:

Satisfaction and Bill of Sale, dated December 4, 1987, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1970, Series 1 (ICC Recordation No. 5809, August 21, 1970), conveying the equipment described on Schedule A of said document.

Very truly yours,



Arthur R. Zaegel
Associate General Counsel

ARZ/rrm/bc,5
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Arthur R. Ziegel
3800 Continental Plaza
777 Main Street
Ft. Worth, TX 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 1/6/88 at 3:25PM, and assigned rec-
ordation number(s). 4213-C, 5809-J, 5339-A & 6285-B

Sincerely yours,

Neville L. McGee

Secretary

Enclosure(s)

Executed in 10 Counterparts of which
this is Counterpart No. 3.

RECORDATION NO. 5809-H
FILED 1982

SATISFACTION AND BILL OF SALE

0 1988-0 101 471

WHEREAS, by a certain Equipment Trust Agreement, dated as of August 1, 1970, executed by The Chase Manhattan Bank (National Association), as Trustee, hereinafter referred to as the "Trustee," and Burlington Northern Inc. (now Burlington Northern Railroad Company), hereinafter referred to as the "Railroad," there was established "Burlington Northern Inc. Equipment Trust of 1970, Series 1," hereinafter referred to as the "Agreement"; and

WHEREAS, by the terms of Article Five of said Agreement, the Trustee did lease to the Railroad the railroad equipment described in Schedule A hereto, hereinafter referred to as the "Equipment"; and

WHEREAS, the Agreement was filed on August 21, 1970, as No. 5809 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act. The Agreement has been supplemented from time to time, with the last supplement being dated as of July 15, 1982, which was filed with the Interstate Commerce Commission on July 29, 1982, and assigned Recordation No. 5809-H; and

WHEREAS, the Railroad has paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railroad has performed all obligations therein contained.

NOW, THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full and (b) sell, assign, and transfer to the Railroad all its title and property interest in the Equipment described in Schedule A, free of all liens and encumbrances created or retained by the Agreement.

This Bill of Sale is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, The Chase Manhattan Bank (National Association), the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto duly affixed and attested by its officers thereunto duly authorized this 4th day of December, 1987.

THE CHASE MANHATTAN BANK
(NATIONAL ASSOCIATION)

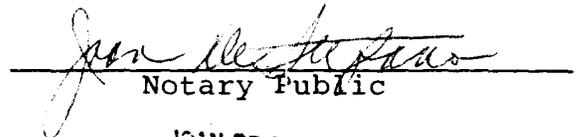
By *R. J. S. [Signature]*

ATTEST:

[Signature]

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 4th day of December, 1987, before me personally appeared RONALD DESORBO, known to me to be the Second Vice President of The Chase Manhattan Bank (National Association), who being duly sworn, says that he/~~she~~ is a Second Vice President of The Chase Manhattan Bank (National Association), 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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(Notarial Seal)

JOAN DE STEFANO
Notary Public, State of New York
No. 24-4711228
Qualified in Kings County
Commission Expires April 30, 1989

SCHEDULE AEQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>Numbered BN-</u>
244	High Cube Covered Hopper Cars	455200-455231, 455233- 455281, 455283-455301, 455303-455317, 455319- 455352, 455354-455436, 455438-455449
186	Sliding Sill Boxcars, length 50'6", 70-ton capacity	319500-319518, 319520- 319528, 319530-319567, 319569-319575, 319578- 319597, 319599-319609, 319611-319618, 319620- 319640, 319642-319643, 319645-319648, 319650- 319677, 319680-319681, 319683-319699
185	Covered Hopper Cars, 100-ton capacity	455800-455820, 455822- 455825, 455827-455843, 455845-455846, 455848- 455859, 455861-455864, 455866-455923, 455925- 455926, 455928-455934, 455936-455950, 455952- 455979, 455981-455984, 455986-455992, 455994- 455995, 455997-455999
49	Bulkhead Flatcars, length 60'0", 70-ton capacity	621000-621046, 621048- 621049
44	Cabooses, All Steel 30'0" extra wide vision Cupola	10500-10506, 10508-10513, 10515-10517, 10519, 10521- 10526, 10528-10541, 10543- 10548, 12298
185	Covered Hopper Cars 4,750 cu. ft., 100-ton capacity	456000-456002, 456004- 456009, 456011-456014, 456016, 456019-456026, 456028-456032, 456034- 456050, 456052-456071, 456073- 456093, 456096- 456137, 456139, 456141- 456149, 456151-456208, 456210-456249

<u>No. of Units</u>	<u>Description</u>	<u>Numbered BN-</u>
24	Airslide Cars, 4,180 cu. ft., 100-ton capacity	413200-413203, 413205- 413224
93	Insulated Boxcars, length 50'8", 70-ton capacity	749000-749018, 749020- 749037, 749039, 749041- 749044, 749046-749064, 749066-749081, 749083- 749092, 749094-749099
89	Open Top Triple Hopper Cars, 4,000 cu. ft., 100-ton capacity	522300-522302, 522304- 522316, 522318-522330, 522332-522333, 522335- 522340, 522344-522350, 522352-522358, 522360- 522378, 522380-522384, 522386-522399
15	Diesel Electric Switching Locomotives, 1,000 H.P.	435-449
6	SD-45 Diesel-Electric Locomotives, 3,600 H.P.	6492-6497
4	100-ton 2,220 Cu. Ft. Double Hopper Cars	953884-953887
3	100-ton 4,600 Cu. ft. Covered Hopper Cars	447584-447586
2	Insulated Boxcars	747426 and 747427
4	Airslide Covered Hopper Cars	410234-410237
2	100-ton CF Conditionaire Cars	454850 and 454860 (formerly numbered 453007 and 453008)