



**BURLINGTON NORTHERN RAILROAD**

(4)

LAW DEPARTMENT

3800 Continental Plaza  
777 Main Street  
Ft. Worth, Texas 76102  
(817) 878-2385  
Docket No. BN 1008

FEDERAL EXPRESS

RECORDATION NO. 6194-F FILED 1425

9-125A028

MAY 5 1989 - 3 15 PM

May 4, 1989

INTERSTATE COMMERCE COMMISSION

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

RECEIVED  
MAY 10 1989

Re: Document for Recordation: Satisfaction and Bill of Sale to Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1971, Series 2

Dear Ms. Lee:

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 April 25, 1989, 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 1971, Series 2, dated as of June 1, 1971, 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 July 17, 1971, and assigned Recordation No. 6194.

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

Trustee: Citibank, N.A.  
Five Hanover Square  
New York, New York 10043

Ms. Mildred Lee  
May 4, 1989  
Page 2

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 Exhibit A of said document.

A fee of \$13.00 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 April 25, 1989, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1971, Series 2 (ICC Recordation No. 6194, July 17, 1971), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin  
Legal Assistant

RRM/ta,27

Enclosures

RECORDATION NO. 6194-E  
MAY 5 1989 - 3 15 PM  
INTERSTATE COMMERCE COMMISSION

Executed in 9 Counterparts  
of which this is No. 7

SATISFACTION AND BILL OF SALE

WHEREAS, by a certain Equipment Trust Agreement, dated as of June 1, 1971, executed by Citibank, N.A. (formerly Morgan Guaranty Trust Company of New York, 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 1971, Series 2," hereinafter referred to as the "Agreement"; and

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

WHEREAS, the Agreement was filed on July 17, 1971, as No. 6194 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 October 14, 1980, which was filed with the Interstate Commerce Commission on April 6, 1981, and assigned Recordation No. 6194-E; 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 Exhibit A, free of all liens and encumbrances created or retained by the Agreement.

This Satisfaction and 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, Citibank, N.A., 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 25th day of April, 1989.

CITIBANK, N.A.

By: S. D. Mineo  
S. D. MINEO  
ASSISTANT VICE PRESIDENT

ATTEST:

Lorraine Moran  
LORRAINE MORAN  
Trust Officer

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

On this 25th day of April, 1989, before me personally appeared S.D. MINEO, to me personally known, who, being by me duly sworn, says that he/~~she~~ is a ASSISTANT VICE PRESIDENT of Citibank, N.A., 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.

Robert F. Frier  
Notary Public  
ROBERT F. FRIER  
Notary Public, State of New York  
No. 014932705  
Qualified in New York County  
Commission Expires Jan. 31, 1991

My Commission Expires:  
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<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
65	90-Ton Airslide Covered Hopper Cars	413225-413289
10	100-Ton Center Flow Covered Hopper Cars	413290-413299
1	95-Ton Airslide Covered Hopper Car	413334
380	100-Ton Covered Hopper Cars	456250-456291, 456293-456300, 456302-456311, 456313-456316, 456320-456352, 456354-456385, 456387-456390, 456392-456444, 456446-456526, 456528, 456529, 456531, 456533-456571, 456573-456576, 456578-456581, 456583-456612, 456614-456618, 456620-456622, 456624-456626, 456628-456649
49	70-Ton Bulkhead Flatcars	616000-616004, 616006-616049
1	100-Ton Covered Hopper Car	447580
2	26,000-Gallon Tank Cars	875026, 875074