



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

RECORDATION NO. 6432-M Filed 1428

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

SEP 28 1987 -10 05 AM

(817) 878-2361

VIA FEDERAL EXPRESS
INTERSTATE COMMERCE COMMISSION-271A059

September 24, 1987

No. ~~10000000~~
Date SEP 28 1987
Fees 10.00

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

Re: Burlington Northern Inc. (now Burlington Northern
Railroad Company) Equipment Trust of 1971, Series

TOO HIGH FOR
THIS SECRETARY
SEP 28 9 59 AM '87
MATCH OFFERED UNIT

Dear Ms. McGee:

I am enclosing four 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 July 29, 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 1971, Series 3, dated as of December 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 December 20, 1971, and assigned Recordation No. 6432.

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

Trustee: Citibank, N.A.
5 Hanover Square, 14th Floor
New York, New York 10004

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

Ms. Noreta R. McGee

-2-

September 24, 1987

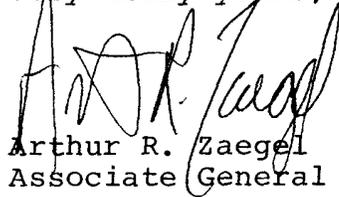
A general description of the equipment covered by the enclosed Satisfaction and Bill of Sale is shown on Schedule A of said document.

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 July 29, 1987, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1971, Series 3 (ICC Recordation No. 6432, December 20, 1971), conveying the equipment described on Schedule A of said document.

Very truly yours,



Arthur R. Zaegel
Associate General Counsel

ARZ/rrm/cc,7
Enclosures

OFFICE OF THE SECRETARY

Arthur R. Zaegel
Associate General Counsel
3800 Continental Plaza
777 Main Street
Ft. Worth, Tx 76102

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/28/87 at 10:05AM, and assigned re-
recording number(s). 6432-M

Sincerely yours,

Norita L. McGee
Secretary

Enclosure(s)

SEP 28 1987 - 10 05 AM

Executed in 15 Counterparts of which
this is Counterpart No. 2

INTERSTATE COMMERCE COMMISSION
SATISFACTION AND BILL OF SALE

WHEREAS, by a certain Equipment Trust Agreement, dated as of December 1, 1971, executed by First National City Bank (now Citibank, N.A.), 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 3," 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 December 20, 1971, as No. 6432 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 22, 1985, which was filed with the Interstate Commerce Commission on January 13, 1986, and assigned Recordation No. 6432-L; 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.

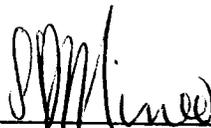
NOW, THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full and (b) sell, assign, and transfer to the Railroad all its title and property interest in the Equipment described in Schedule A, free of all liens 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, 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 29th day of July, 1987.

CITIBANK, N.A.

By


G. D. LERNER
SENIOR TRUST OFFICER

ATTEST:


E. GIBBONS
Senior Trust Officer

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

On this 29th day of July, 1987, before me personally appeared S.D. MINEO, known to me to be the SENIOR TRUST OFFICER of Citibank, N.A., who being duly sworn, says that he/she is a SENIOR TRUST OFFICER of Citibank, 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

(Notarial Seal)

ROBERT F. FRIER
Notary Public, State of New York
No. 31-4762885
Qualified in New York County
Commission Expires Jan. 31, 1989

SCHEDULE AEQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>Numbered BN-</u>
467	100-Ton Capacity Covered Hopper Cars	458300-458317, 458319, 458321-458329, 458331- 458388, 458390-458414, 458416-458421, 458423- 458430, 458432-458438, 458440-458448, 458450- 458453, 458455-458460, 458462-458471, 458474- 458476, 458480-458516, 458518-458522, 458524- 458541, 458543-458556, 458558-458561, 458563- 458568, 458570-458587, 458589-458597, 458599- 458638, 458640-458675, 458677-458678, 458680- 458681, 458683-458690, 458692-458707, 458709- 458730, 458732-458761, 458763-458790, 458792- 458799
180	High Cube Boxcars	376000-376012, 376014- 376019, 376021-376033, 376035-376051, 376053- 376057, 376059-376061, 376063-376067, 376069- 376092, 376094-376102, 376104-376105, 376107- 376128, 376130-376135, 376137-376141, 376143, 376145-376155, 376157- 376164, 376166-376177, 376179-376180, 376182- 376184, 376187-376199
296	Open Top Triple Hopper Cars	521600, 521602, 521604, 521606-521608, 521610- 521613, 521615-521620, 521622, 521624, 521626- 521631, 521634-521653, 521655, 521658-521665, 521669, 521671, 521674- 521676, 521679, 521681- 521684, 521686-521690, 521692-521694, 521696,

<u>No. of Units</u>	<u>Description</u>	<u>Numbered BN-</u>
	Open Top Triple Hopper Cars - Cont.	521698, 521701-521705, 521708, 521710-521718, 521720-521721, 521724- 521727, 521729, 521731- 521733, 521735, 521737- 521739, 521741-521742, 521745-521747, 521750, 521752-521762, 521765- 521768, 521770-521771, 521773-521779, 521782, 521785-521792, 521794- 521795, 521797, 521804- 521808, 521810-521816, 521818, 521821-521829, 521831-521834, 521836- 521839, 521841-521850, 521852-521861, 521863- 521869, 521871-521872, 521875-521879, 521881- 521885, 521888-521890, 521892-521893, 521895- 521896, 521898-521903, 521905-521906, 521908- 521909, 521911, 521913- 521914, 521917-521920, 521922-521923, 521925- 521927, 521929, 5219931, 521933-521937, 521940- 521943, 521946-521948, 521950-521955, 521957- 521959, 521962-521969, 521972, 521974-521984, 521987-521992, 521994- 521997, 521999
94	50' 70-Ton Insulated Boxcars	748800-748828, 748830- 748854, 748856-748864, 748866-748871, 748873- 748874, 748876-748889 748891-748899
143	100-Ton Capacity Wood Chip Cars	586850-586871, 586873- 586874, 586876-586908, 586910-586931, 586933- 586973, 586975-586988, 586990-586993, 586995- 586999

<u>No. of Units</u>	<u>Description</u>	<u>Numbered BN-</u>
293	Gondolas	565600-565612, 565614- 565661, 565663-565691, 565693-565748, 565750- 565809, 565811-565817, 565819-565897, 565899
43	Cabooses	10700, 968757, 10705-10711, 10713-10718, 10720-10729, 10731-10741, 10743-10749
25	SD-45 Diesel Electric Locomotives	6543-6567
23	SD-40 Diesel Electric Locomotives	6300-6310, 6312-6318, 6320-6324
15	SW-1000 Diesel Electric Switching Locomotives	375-389
20	U-30-C Diesel Electric Locomotives	5800-5805, 5306-5319
15	3000 HP Diesel Electric Freight Locomotives	1876, 6326-6334, 6912-6913, 7501, 6915-6916
15	3000 HP Diesel Electric Freight Locomotives	5320-5324, 1776, 5326-5334
51	Open Top Hopper Cars	531700-531701, 531704, 525705, 531706-531709, 531711-531713, 531716- 531720, 525721, 531723, 531725-531732, 525733, 531734-531738, 525739, 531740-531743, 525744, 531745-531746, 525747, 531748-531750, 531752, 531754, 531756-60
4	Hopper Cars	410361-410364
2	Insulated Boxcars	747429-747430
1	180-Ton Depressed Center Flatcar	631021
4	Covered Hopper Cars	447575-447578
4	Cabooses	12301-12304
3	Double Hopper Cars	953893-953895