

**BURLINGTON NORTHERN RAILROAD**

**9-180A009**

LAW DEPARTMENT

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

(817) 878-2385  
Docket No. 509

FEDERAL EXPRESS

June 28, 1989

RECORDATION NO. 5909 FILED NO. 1

**JUN 29 1989 - 12 50 PM**

**INTERSTATE COMMERCE COMMISSION**

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

Re: Document for Recordation: Bill of Sale and Release of Security Interest to Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1970, 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 Bill of Sale and Release of Security Interest, dated June 21, 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 1970, Series 2, dated as of December 15, 1970, is conveyed to Burlington Northern Railroad Company.

The primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on December 21, 1970, and assigned Recordation No. 5909.

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

Trustee: Continental Bank N.A.  
30 North LaSalle Street  
Chicago, Illinois 60697

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

JUN 29 12 50 PM '89

*CP*

Ms. Mildred Lee  
June 28, 1989  
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A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit A of said document.

A fee of \$13.00 is enclosed for recording the Bill of Sale and Release of Security Interest. 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:

Bill of Sale and Release of Security Interest, dated June 21, 1989, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1970, Series 2 (ICC Recordation No. 5909, December 21, 1970), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin  
Legal Assistant

RRM/dd,31  
Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

6/29/89

OFFICE OF THE SECRETARY

Rebecca R. Martin  
Legal Assistant  
Burlington Northern Railroad  
3800 Continental Plaza  
777 Main St.  
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 6/29/89, at 12:50pm, and assigned recordation number(s). 5909-I

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION NO. 5909 FILED 1989

JUN 29 1989 12 50 PM

Executed in 9 Counterparts  
of which this is No. 7

INTERSTATE COMMERCE COMMISSION

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of December 15, 1970, executed by Continental Bank N.A. (formerly Continental Illinois National Bank and Trust Company of Chicago), 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 2," hereinafter referred to as the "Agreement"; and

WHEREAS, by the terms 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 December 21, 1970, as No. 5909 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 July 15, 1982, which was filed with the Interstate Commerce Commission on July 29, 1982, and assigned Recordation No. 5909-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; (b) sell, assign, convey, and transfer to the Railroad all its right, title, and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, claims, security interests, and encumbrances, of any person whatsoever, created or retained by the Agreement.

This Bill of Sale and Release of Security Interest 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, Continental Bank 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 21 day of June, 1989.

CONTINENTAL BANK N.A.

By: [Signature]

ATTEST:

[Signature]

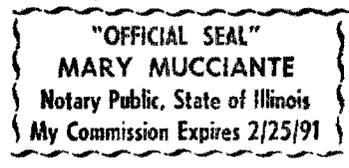
STATE OF ILLINOIS )  
                          )  
COUNTY OF COOK     )

ss.

On this 21ST day of JUNE, 1989, before me personally appeared Charles W. Vande Ven, to me personally known, who, being by me duly sworn, says that he/she is a VICE PRESIDENT of the Continental Bank 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.

Mary Mucciante  
Notary Public

My Commission Expires:  
2/25/91



<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
8	1000 H.P. Switching Locomotives	427-434
422	Boxcars	244300-244363, 244365-244375, 244377-244393, 244395-244414, 244416-244423, 244425-244436, 244438-244440, 244442-244456, 244458-244480, 244482-244484, 244486-244498, 244500-244557, 244559-244567, 244570-244573, 244576, 244578-244598, 244600-244608, 244610-244617, 244619-244641, 244643, 244644, 244646, 244648-244652, 244654-244666, 244668-244676, 244678-244683, 244686-244749
209	Gondola Cars	575015-575020, 575022-575034, 575036, 575038-575043, 575045, 575047, 575048, 575050, 575052-575065, 575067, 575069-575075, 575078-575092, 575094-575110, 575112-575115, 575117, 575119, 575120, 575122-575145, 575147, 575149-575158, 575160-575163, 575165-575189, 575191-575194, 575196-575202, 575204-575208, 575210-575234, 575236-575239, 575241-575249
4	Airslide Covered Hopper Cars	410358, 413300, 413301, 413365
1	Bulkhead Flatcar	629497
1	Boxcar	747428
2	Covered Hopper Cars	447582, 447583
1	Caboose	12299
3	Double Hopper Cars	953888-953890