

BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2385
Docket No. BN 2664

RECORDATION NO

6823 #11
FILED 1425

FEDERAL EXPRESS

August 1, 1989

AUG 2 1989 - 12 45 PM

INTERSTATE COMMERCE COMMISSION

9-214A015

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 1972, Series 2

Dear Ms. Lee:

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 Bill of Sale and Release of Security Interest, dated July 26, 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 1972, Series 2, dated as of December 14, 1972, 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 8, 1972, and assigned Recordation No. 6823.

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

Trustee: First Trust N.A.
180 East Fifth Street, 3rd Floor
St. Paul, Minnesota 55101

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

Aug 2 12 36 PM '89
MOTOR OPERATING UNIT

Ms. Mildred Lee, Recordation
August 1, 1989
Page 2

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 July 26, 1989, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1972, Series 2 (ICC Recordation No. 6823, December 8, 1972), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin
Legal Assistant

RRM/aa,4
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/3/89

OFFICE OF THE SECRETARY

Rebecca R. Martin
Legal Assistant
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 8/2/89, at 12:45pm, and assigned recordation number(s). 6823-~~H~~ & 7131-J

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO.

6823-A
FILED

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2 1989 - 12 45 PM

INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts
of which this is No. 5

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of December 14, 1972, executed by First Trust N.A. (formerly First Trust Company of St. Paul), as Trustee (the "Trustee"), and Burlington Northern Inc. (now Burlington Northern Railroad Company) (the "Railroad"), there was established "Burlington Northern Inc. Equipment Trust of 1972, Series 2" (the "Agreement");

WHEREAS, by the terms of Article Four of said Agreement, the Trustee did lease to the Railroad the railroad equipment described in Exhibit A hereto (the "Equipment");

WHEREAS, the Agreement was filed on December 8, 1972, as Recordation No. 6823 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 27, 1982, which was filed with the Interstate Commerce Commission on August 11, 1982, and assigned Recordation No. 6823-G; 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, liabilities, claims, security interests, and encumbrances, of any person whatsoever, created or retained by the Agreement.

WHEREAS, Trustee and Railroad established an Agreement for Trust Group 1, dated October 1, 1979; an Agreement for Trust Group 2, dated December 1, 1979; and an Agreement for Trust Group 3A, dated July 27, 1982 (hereinafter collectively referred to as "Trust Groups"); and by the terms of said Trust Groups, the replacement equipment described in Exhibit B hereto (the "Replacement Equipment") was subjected to the terms and conditions of certain Equipment Trust Agreements, including "Burlington Northern Inc. Equipment Trust of 1972, Series 2", and the respective Trustee under each of those certain Equipment Trust Agreements received title to that portion of the Replacement Equipment equal to the proportion of funds actually expended from each Equipment Trust over the total cost of the Replacement Equipment ("the Proportionate Interest");

WHEREAS, the Trust Groups were filed with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act as Recordation No. 6823-E (November 16, 1979); Recordation No. 6823-F (January 23, 1980); and Recordation No. 6823-G (August 11, 1982), respectively; and

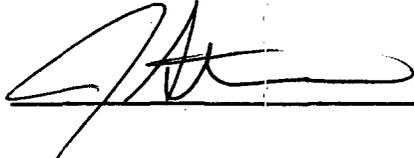
WHEREAS, the Railroad has paid the full indebtedness, interest, and all other payments as provided in the Agreement as stated above.

NOW, THEREFORE, the Trustee, acting solely in its capacity as Trustee under the Trust Groups and as Trustee under the Agreement, in accordance with the provisions of the Trust Groups, does hereby sell, assign, convey, and transfer all the Proportionate Interest in the Replacement Equipment held by it under the Agreement, but only such Proportionate Interest held under such Agreement, to the Railroad.

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, First Trust 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 26th day of July, 1989.

FIRST TRUST N.A.

By: 

ATTEST:



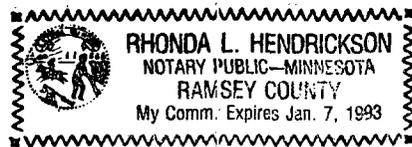
STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

On this 26th day of July, 1989, before me personally appeared Jon M. Stevens, to me personally known, who, being by me duly sworn, says that he/she is a Assistant Vice President of First Trust 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.

Rhonda L. Hendrickson
Notary Public

My Commission Expires:

January 7, 1993



No. of Units	Description	BN Nos.
461	70-Ton Capacity Boxcars	321000-321010, 321012-321039, 321041-321073, 321075-321095, 321097-321103, 321105-321145, 321147-321158, 321160-321186, 321188-321218, 321220, 321221, 321223-321229, 321231-321245, 321247-321267, 321270-321292, 321294-321303, 321305, 321307-321317, 321320-321344, 321346-321367, 321369-321392, 321394-321397, 321399-321409, 321411-321414, 321417, 321418, 321420-321422, 321424-321434, 321436-321443, 321445-321447, 321449-321461, 321463, 321465-321473, 321475, 321476, 321478-321484, 321486-321494, 321496, 321497
127	100-Ton Capacity Boxcars	390100, 390101, 390103-390108, 390110-390113, 390115, 390117, 390119-390130, 390133-390135, 390137-390142, 390144-390153, 390156-390174, 390176-390193, 390195-390202, 390204, 390206-390209, 390211-390218, 390220-390221, 390223-390230, 390233-390237, 390239, 390240, 390242-390246, 390248, 390249
15	1500 H.P. Switching Locomotives	310-324
11	Airslide Covered Hopper Cars	410372, 410373, 413335-413343
1	Insulated Boxcar	747431
2	Covered Hopper Cars	447572, 447573

<u>No. of Units</u>	<u>Description</u>	<u>Car Nos.</u>
10	<u>Trust Group 1:</u> 30' Wide Vision All Steel Caboose Cars	<u>BN Series:</u> 12278-12280, 12282-12287, 12308
6	<u>Trust Group 2:</u> 30' Wide Vision All Steel Caboose Cars	<u>FW&D Series:</u> 182, 183, 185-188
45	<u>Trust Group 3A:</u> 100-ton 2,200 Cubic Foot Double Hopper Cars	<u>BN Series:</u> 953897-953900, 953904-953906, 953918-953923, 953943-953947, 953958, 953959, 953966-953990