



**BURLINGTON NORTHERN RAILROAD**

LAW DEPARTMENT

3800 Continental Plaza  
777 Main Street  
Ft. Worth, Texas 76102  
(817) 878-2385  
Docket No. BN 3638

FEDERAL EXPRESS

August 1, 1989

9-214A014

RECORDATION NO 7131 FILED 1005

AUG 2 1989 12 45 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 1973, Series 3

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 1973, Series 3, dated as of September 1, 1973, 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 August 10, 1973, and assigned Recordation No. 7131.

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

60. 11 98 71 7 507

Ms. Mildred Lee  
August 1, 1989  
Page 2

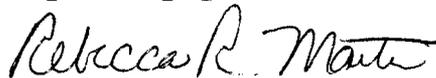
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit A of said document.

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 1973, Series 3 (ICC Recordation No. 7131, August 10, 1973), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin  
Legal Assistant

RRM/aa,2  
Enclosures

RECORDATION NO. 7131-4  
AUG 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 September 1, 1973, 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 1973, Series 3" (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 August 10, 1973, as Recordation No. 7131 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. 7131-I; 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 1973, Series 3", 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. 7131-G (November 16, 1979); Recordation No. 7131-H (January 23, 1980); and Recordation No. 7131-I (August 11, 1982), respectively; and

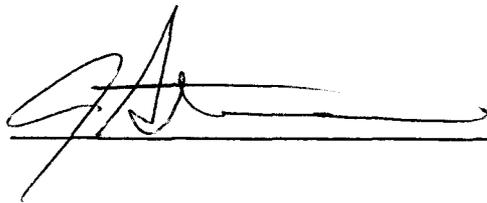
WHEREAS, the Railroad has paid the full indebtedness, interest, and all other payments as provided in the Agreement as stated above.

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 26<sup>th</sup> day of July, 1989.

FIRST TRUST N.A.

By: 

ATTEST:

D. Chakraborty



<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
168	100-Ton Triple Hopper Cars	525500-525510 (now 531500-531510), 525511, 525512 (now 531512), 525513, 525515, 525518, 525519, 525520 (now 531520), 525523-525528 (now 531523-531528), 525529, 525530-525532 (now 531530-531532), 525534-525537 (now 531534-531537), 525538, 525539-525543 (now 531539-531543), 525545 (now 531545), 525546, 525547-525549 (now 531547-531549), 525551-525555 (now 531551-531555), 525558, 525559-525562 (now 531559-531562), 525564 (now 531564), 525565 (now 531565), 525567, 525568 (now 531568), 525570 (now 531570), 525571 (now 531571), 525573-525576 (now 531573-531576), 525577, 525578 (now 531578), 525579 (now 531579), 525580, 525581-525585 (now 531581-531585), 525586, 525587-525590 (now 531587-531590), 525591, 525593 (now 531593), 525594 (now 531594), 525596 (now 531596), 525598 (now 531598), 525600-525606 (now 531600-531606), 525608, 525609, 525610 (now 531610), 525612 (now 531612), 525613 (now 531613), 525616-525618 (now 531616-531618), 525619, 525620 (now 531620), 525622-525626 (now 531622-531626), 525628-525630 (now 531628-531630), 525632 (now 531632), 525633, 525635 (now 531635), 525637, 525638-525644 (now 531638-531644), 525645, 525646, 525647 (now 531647), 525648, 525649-525663 (now 531649-531663), 525664, 525665 (now 531665), 525666, 525667 (now 531667), 525668, 525670 (now 531670), 525671 (now 531671), 525672, 525673-525677 (now 531673-531677), 525680, 525681-525684 (now 531681-531684), 525686 (now 531686), 525687 (now 531687), 525688, 525689-525691 (now 531689-531691), 525693-525699 (now 531693-531699)

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
177	100-Ton Open Top Hopper Cars	525800-525802 (now 531800-531802), 525803, 525804-525810 (now 531804-531810), 525811, 525812 (now 531812), 525814 (now 531814), 525815, 525816, 525817-525823 (now 531817-531823), 525824, 525828, 525829-525836 (now 531829-531836), 525839 (now 531839), 525840 (now 531840), 525842, 525843 (now 531843), 525844, 525845-525847 (now 531845-531847), 525848, 525849, 525850-525860 (now 531850-531860), 525862 (now 531862), 525864 (now 531864), 525865 (now 531865), 525866, 525867 (now 531867), 525869-525874 (now 531869-531874), 525875, 525876 (now 531876), 525878 (now 531878), 525879 (now 531879), 525880, 525881-525884 (now 531881-531884), 525886-525891 (now 531886-531891), 525893-525897 (now 531893-531897), 525899 (now 531899), 525900, 525903 (now 531903), 525905, 525906-525911 (now 531906-531911), 525912, 525913-525928 (now 531913-531928), 525929, 525930 (now 531930), 525931, 525932 (now 531932), 525933, 525935 (now 531935), 525936, 525937 (now 531937), 525938 (now 531938), 525939, 525940, 525942 (now 531942), 525943, 525944 (now 531944), 525945, 525946, 525947 (now 531947), 525948 (now 531948), 525949, 525950-525955 (now 531950-531955), 525956, 525957 (now 531957), 525959 (now 531959), 525961 (now 531961), 525962 (now 531962), 525963, 525964-525974 (now 531964-531974), 525975, 525976-525980 (now 531976-531980), 525981, 525982, 525983 (now 531983), 525984 (now 531984), 525986-525989 (now 531986-531989), 525991 (now 531991), 525992, 525993, 525994 (now 531994), 525995, 525996, 525997 (now 531997), 525998 (now 531998), 525999

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
545	100-Ton Covered Hopper Cars	451834-451854, 451856, 451858, 451860-451867, 451869-451883, 451886-451908, 451910-451919, 451921-451931, 451933-451979, 451981-451987, 451989-451993, 451995-452004, 452006, 452007, 452009, 452010, 452012-452018, 452020, 452021, 452023-452033, 452035-452057, 452059-452086, 452088-452095, 452097-452099, 452101-452104, 452106-452116, 452118-452121, 452123, 452125-452131, 452133-452160, 452162-452172, 452174-452179, 452181-452203, 452205-452258, 452260-452299, 452301-452308, 452310-452313, 452315-452322, 452324-452343, 452345-452348, 452350-452362, 452365-452382, 452384, 452385, 452387-452390, 452392-452399, 452401-452422
1	Airslide Covered Hopper Car	410374
1	26,000 Gallon Tank Car	875025
2	Insulated Boxcars	747435, 747436
4	Covered Hopper Cars	447564-447567

<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&amp;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