



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

RECORDATION NO. 9371-C FILED 1/25
MAR 13 1995 3:02 PM
FEDERAL BUREAU OF RECORDS

(817) 333-3187
Docket No. BN9061

VIA UPS

March 13, 1995

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Avenue, 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 Agreement of 1978, Series 1, Dated as of May 1, 1978

Dear Ms. Lee:

I am enclosing 3 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 March 6, 1995, by which all right, title and interest in and to the existing equipment covered by the Equipment Trust Agreement of 1978, Series 1, Dated as of May 1, 1978 is conveyed to Burlington Northern Railroad Company from First Trust, N.A.

The Equipment Trust Agreement of 1978, Series 1, Dated as of May 1, 1978, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on May 10, 1978 and assigned Recordation No. 9371.

Ms. Mildred Lee
March 13, 1995
Page 2

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

Trustee: First Trust, N.A.
Administration, Second Floor
180 East Fifth Street
St. Paul, Minnesota 55164

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

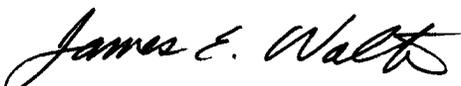
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibits "A" and "B" of said document.

A check in the amount of \$21.00 is enclosed to cover the fee for recording the Bill of Sale and Release of Security Interest. Please file-stamp and return all counterparts 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 March 6, 1995, to Equipment Trust Agreement of 1978, Series 1, Dated as of May 1, 1978 (ICC Recordation No. 9371, May 10, 1978) conveying the equipment described on Exhibits "A" and "B" of said document.

Very truly yours,



James E. Walton
Legal Assistant

Enclosures

RECORDATION NO. 9371-e
FILED 1978

MAR 10 1978 3:00 PM

Executed in 7 Counterparts
of which this is No. 2

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of May 1, 1978, executed by First Trust N.A. (formerly First Trust Company of Saint 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 1978, Series 1" (the "Agreement");

WHEREAS, by the terms of Article IV 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 May 10, 1978, as Recordation No. 9371 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act; 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 the 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 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 1978, Series 1", 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. 9371-A on January 23, 1980; and Recordation No. 9371-B on 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 6th day of March, 1995.

FIRST TRUST, N.A.

By: R. P. [Signature]

ATTEST:

[Signature]

STATE OF MINNESOTA

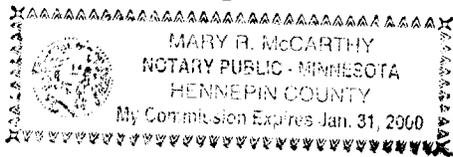
COUNTY OF HENNEPIN, ss:

On this 6th day of MARCH, 1995 before me personally appeared R. PROKOSCH, to me personally known, who, being by me duly sworn, says that (s)he is a TRUST OFFICER 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Mary R. McCarthy
Notary Public

My commission expires:



COVERED HOPPER CARS, 100-TON CAPACITY (441 TOTAL):

Current BN Number

447925 - 447936
447938 - 447945
447947 - 447951
447953 - 447970
447972
447974 - 448006
448008 - 448023
448025 - 448029
448031 - 448034
448036
448038
448040 - 448048
448050 - 448051
448053
448055 - 448060
448062 - 448068
448070 - 448072
448074 - 448077
448079 - 448082
448084
448086 - 448094
448096 - 448104
448106 - 448118
448120 - 448155
448157 - 448171
448174
448176 - 448177
448179 - 448188
448190 - 448194
448196 - 448201
448203 - 448226
448228 - 448235
448237 - 448239
448242 - 448244
448247
448249 - 448250
448252 - 448260
448262 - 448276
448278 - 448282
448284 - 448287
448289 - 448294
448296 - 448307
448309 - 448310
448312 - 448327
448329
448332 - 448337

Current BN Number

448339 -- 448342
448344 -- 448350
448352 -- 448353
448355 -- 448363
448365 -- 448367
448369 -- 448380
448382 -- 448394
448396 -- 448416
448418 -- 448422
448424

CABOOSE CARS (5 TOTAL):

| <u>Previous FWD Number</u> | <u>Current BN Number</u> |
|----------------------------|--------------------------|
| 182 | |
| 183 | 12598 |
| 185 | |
| 187 | |
| 188 | 12523 |

DOUBLE HOPPER CARS (45 TOTAL):

| <u>Current BN Number</u> |
|--------------------------|
| 953897 - 953900 |
| 953904 - 953906 |
| 953918 - 953923 |
| 953943 - 953947 |
| 953958 - 953959 |
| 953966 - 953990 |