



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

RECORDATION NO. 8296-D FILED 1425

APR 11 1994 -11 45 AM

INTERSTATE COMMERCE COMMISSION

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

0100178060

(817) 333-3187
Docket No. F6448

VIA UPS

April 4, 1994

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

LICENSING BRANCH

Apr 11 11 43 AM '94

RECEIVED
OFFICE OF THE
SECRETARY

Re: Document for Recordation: Bill of Sale and Release of Security Interest to Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1976, Series 2, Dated as of May 13, 1976

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 14, 1994, 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 1976, Series 2, Dated as of May 13, 1976 is conveyed to Burlington Northern Railroad Company from Citibank, N.A.

The Equipment Trust of 1976, Series 2, Dated as of May 13, 1976, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on April 21, 1976, and assigned Recordation No. 8296.

Ms. Mildred Lee, Recordations
April 4, 1994
Page 2

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

Trustee: Citibank, N.A.
120 Wall Street, 13th Floor
New York, New York 10043

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

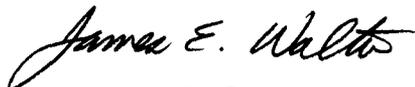
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit "A" of said document.

A check in the amount of \$18.00 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 14, 1994, to Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1976, Series 2, Dated as of May 13, 1976 (ICC Recordation No. 8296, April 21, 1976), conveying the equipment described on Exhibit "A" of said document.

Very truly yours,



James E. Walton
Legal Assistant

Enclosures

RECORDATION NO. 8296-D FILED 1425

APR 1 1 1994 -11 45 AM

INTERSTATE COMMERCE COMMISSION

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 13, 1976, executed by Citibank, N.A., as Trustee (the "Trustee") and Burlington Northern Inc. (now Burlington Northern Railroad Company) (the "Railroad"), there was established "Burlington Northern Inc. Equipment Trust of 1976, Series 2" (the "Agreement");

WHEREAS, by the terms of Article IV of said Agreement and the terms of supplements to 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 April 21, 1976, as Recordation No. 8296, 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 26, 1982, which was filed with the Interstate Commerce Commission on August 17, 1982, and assigned Recordation No. 8296-C; 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.

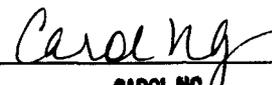
This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, Citibank, N.A., the Trustee as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be duly affixed and attested by its officers thereunto duly authorized this 14^R day of MARCH, 1994.

Citibank, N.A.

By: 
P. DeFELICE
VICE PRESIDENT

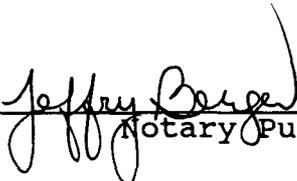
ATTEST:


CAROL NG
Assistant Vice President

STATE OF NEW YORK
COUNTY OF NEW YORK, ss:

On this 14th day of MARCH, 1994 before me personally appeared P. DeFELICE, to me personally known, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of Citibank, 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)



Notary Public

My commission expires:

JEFFRY BERGER
Notary Public, State of New York
No. 01BE5015814
Qualified in Kings County
Commission Expires July 26, 1995

OPEN-TOP BOTTOM-DROP ORE CARS, 100-TON CAPACITY (186 TOTAL):

Current BN Number

99000
99002 - 99035
99037 - 99046
99048 - 99101
99103 - 99107
99109 - 99128
99131 - 99147
99150 - 99165
99168 - 99181
99184 - 99195
99197 - 99199

AIRSLIDE COVERED HOPPER CARS, 100-TON CAPACITY (47 TOTAL):

Current BN Number

410466 - 410485
410487 - 410495
410497 - 410514

BULKHEAD FLAT CARS, 100-TON CAPACITY (30 TOTAL):

Current BN Number

621620 - 621649

CABOOSE (1 TOTAL):

Current FWD Number

168

DOUBLE HOPPER CAR, 100-TON CAPACITY (1 TOTAL):

Current BN Number

953801

DOUBLE HOPPER CARS, 100-TON CAPACITY (8 TOTAL):

Current BN Number

953950 - 953957