



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

RECORDATION NO. 11391-# FILED 1425

MAR 21 1995 8 05 PM

INTERSTATE COMMERCE COMMISSION

(817) 333-3187
Docket No. BN11780

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 1980, Series 1, Dated as of February 1, 1980

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 1980, Series 1, Dated as of February 1, 1980 is conveyed to Burlington Northern Railroad Company from First Trust, N.A.

The Equipment Trust Agreement of 1980, Series 1, Dated as of February 1, 1980, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on January 21, 1980 and assigned Recordation No. 11391.

Ms. Mildred Lee
March 13, 1995
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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

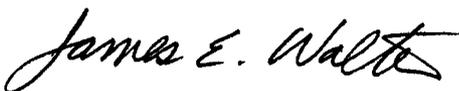
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibits "A," "B" and "C" of said document.

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 1980, Series 1, Dated as of February 1, 1980 (ICC Recordation No. 11391, January 21, 1980) conveying the equipment described on Exhibits "A," "B" and "C" of said document.

Very truly yours,



James E. Walton
Legal Assistant

Enclosures

RECORDATION NO. 11391-H FILED 142R

MAR 21 1995 - 3 05 PM

Executed in 7 Counterparts
of which this is No. 2

INTERSTATE COMMERCE COMMISSION

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of February 1, 1980, 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 1980, 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 January 21, 1980, as Recordation No. 11391 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act. The Agreement has been supplemented one time, being dated October 20, 1980, which was filed with the Interstate Commerce Commission on October 21, 1980, and assigned Recordation No. 11391-A; 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 3, dated January 1, 1981; 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 1980, 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. 11391-B on January 14, 1981; and Recordation No. 11391-C 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.

WHEREAS, notice was given that the road numbers of the Equipment had been changed in a Statement of New Road Numbers, which was filed with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act on March 26, 1990 and assigned Recordation No. 11391-D;

WHEREAS, Trustee and Railroad established an Agreement for Trust dated March 3, 1990; a Supplemental Agreement for Trust dated February 7, 1992; and a Supplemental Agreement for Trust dated April 13, 1992 (hereinafter collectively referred to as "Additional Trusts"); and by the terms of said Additional Trusts, the replacement equipment described in Exhibit C hereto (the "Additional Replacement Equipment") was subjected to the terms and conditions of "Burlington Northern Inc. Equipment Trust of 1980, Series 1", and the Trustee under said Equipment Trust Agreement received title to the Additional Replacement Equipment;

WHEREAS, the Additional Trusts were filed with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act as Recordation No. 11391-E on April 19, 1990; and Recordation No. 11391-F on February 24, 1992; and Recordation No. 11391-G on April 29, 1992, 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 Additional Trusts and as Trustee under the Agreement, in accordance with the provisions of the Additional Trusts, does hereby sell, assign, convey, and transfer all interest in the Additional Replacement Equipment held by it under the 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. Wilson

ATTEST:

K. Barrett

STATE OF MINNESOTA

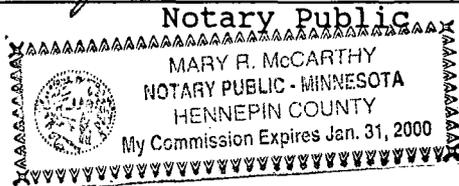
COUNTY OF HENNEPIN, ss:

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

My commission expires:



OPEN TOP HOPPER CARS, 100-TON CAPACITY (273 TOTAL):

Current BN Number

529600 - 529603
529605 - 529616
529618 - 529625
529627 - 529632
529634 - 529642
529644 - 529664
529666 - 529687
529690 - 529694
529697 - 529711
529713 - 529715
529717 - 529719
529722
529724 - 529732
529734 - 529783
529785 - 529814
529816 - 529838
529840 - 529846
529848
529850 - 529859
529861 - 529868
529870 - 529871
529873 - 529881
529883 - 529887
529890 - 529899

COVERED HOPPER CARS, 100-TON CAPACITY (96 TOTAL):

Previous FWD Number

Current BN Number

459650 - 459651
459652
459653 - 459672
459673
459674
459675 - 459681
459683 - 459695
459696
459697
459700 - 459714
459715
459716 - 459721
459723 - 459736
459737
459738 - 459748
459749

INSULATED BOX CARS, 100-TON CAPACITY (60 TOTAL):

<u>Previous RBCS Number</u>	<u>Current BN Number</u>
	747442 - 747447
	747449 - 747451
	747453 - 747454
	747456 - 747473
	747475
	747477 - 747483
	747485 - 747487
3203 - 3222	734203 - 734222

XM BOX CARS, 100-TON CAPACITY (368 TOTAL):

<u>Previous BN Number</u>	<u>Current BN Number</u>
	222550 - 222572
	222574 - 222579
	222582 - 222596
	222598 - 222600
	222602
	222604 - 222614
	222616 - 222639
	222641 - 222643
	222645 - 222649
	222651 - 222657
	222659 - 222663
	222665 - 222679
	222681 - 222687
	222689 - 222703
	222705 - 222710
	222712 - 222715
	222717 - 222719
	222721
	222723 - 222727
	222729
	222731 - 222738
	222740 - 222769
	222771 - 222800
	222802 - 222859
	222861 - 222872
	222874 - 222875
	222877 - 222879
222880	951959
	222881 - 222889
	222891 - 222900
	222902 - 222903
	222905 - 222939
	222942 - 222949

CABOOSE CARS (46 TOTAL):

Previous BN Number

Current BN Number

	12328 - 12329
	12331 - 12332
	12336 - 12339
	12341
	12344 - 12345
	12348
	12350 - 12351
	12353 - 12356
	12358
12360	12619
12361	10
	12362 - 12364
	12366
12367	12616
	12368
	12370
12371	12597
	12372 - 12378
12379	12586
12381	12618
	12384 - 12391

GP38-2 LOCOMOTIVES (5 TOTAL):

Current BN Number

2150 - 2154

WOODCHIP CARS, 100-TON CAPACITY (98 TOTAL):

Current BN Number

587400 - 587429
587431 - 587476
587478 - 587499

TANK CARS, 26,000-GALLON CAPACITY (28 TOTAL):

Current BN Number

875035 - 875046
875048 - 875059
875061 - 875064

TANK CARS (8 TOTAL):

Current BN Number

875077 - 875084

DOUBLE HOPPER CARS (45 TOTAL):

Current BN Number

953897 - 953900
953904 - 953906
953918 - 953923
953943 - 953947
953958 - 953959
953966 - 953990

HOPPER CARS (17 TOTAL):

Current BN Number

463618 - 463634

TACONITE CARS (20 TOTAL):

Current BN Number

98080 - 98099

TANK CARS (20 TOTAL):

Current BN Number

875085 - 875104