



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

RECORDATION NO. 10735-F FILED 1425

MAR 21 1995 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

(817) 333-3187
Docket No. BN11170

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 1979, Series 1, Dated as of August 1, 1979

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 1979, Series 1, Dated as of August 1, 1979 is conveyed to Burlington Northern Railroad Company from First Trust, N.A.

The Equipment Trust Agreement of 1979, Series 1, Dated as of August 1, 1979, 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 13, 1979 and assigned Recordation No. 10735.

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

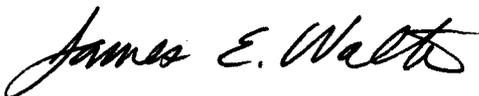
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibits "A" and "B" of said document.

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 1979, Series 1, Dated as of August 1, 1979 (ICC Recordation No. 10735, August 13, 1979) conveying the equipment described on Exhibits "A" and "B" of said document.

Very truly yours,



James E. Walton
Legal Assistant

Enclosures

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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 August 1, 1979, 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 1979, 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 August 13, 1979, as Recordation No. 10735 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 3A, dated July 27, 1982 (hereinafter referred to as "Trust Group"); and by the terms of said Trust Group, 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 1979, 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 Group was filed with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act as Recordation No. 10735-A on August 11, 1982; and

WHEREAS, notice was given that the road numbers of the Equipment had been changed in a Consent to the Conversion of a Caboose to Mobile Living Quarters and Statements of New Road Numbers, the last of which was filed with the Interstate Commerce Commission pursuant to Section 11303 of the

Interstate Commerce Act on June 23, 1993 and assigned Recordation No. 10735-E; 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 Group and as Trustee under the Agreement, in accordance with the provisions of the Trust Group, 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. Quirk

ATTEST:

K. Barrett

STATE OF MINNESOTA

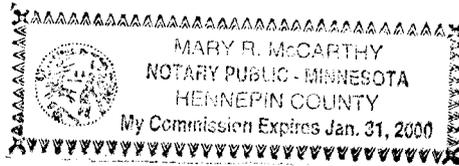
COUNTY OF HENNEPIN, ss:

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
Notary Public

My commission expires:



COVERED HOPPER CARS, 100-TON CAPACITY (446 TOTAL):

Current BN Number

448425 - 448432
448434 - 448442
448444
448446 - 448455
448457 - 448459
448461
448463 - 448483
448485 - 448489
448491 - 448498
448500 - 448507
448509 - 448514
448516 - 448529
448531 - 448543
448545 - 448553
448556 - 448565
448567 - 448572
448575 - 448583
448585 - 448599
448601 - 448611
448613 - 448615
448617
448619 - 448621
448623 - 448636
448639 - 448645
448648
448650 - 448656
448658 - 448664
448666 - 448697
448699
448701 - 448711
448713 - 448718
448720 - 448741
448743 - 448745
448747 - 448763
448765 - 448771
448773 - 448776
448778 - 448796
448798 - 448801
448803 - 448840
448842 - 448844
448846 - 448855
448857
448859 - 448865
448867 - 448878
448880 - 448885
448887 - 448889
448891 - 448900

Current BN Number

448902 - 448903
448906 - 448908
448910 - 448924

OPEN TOP HOPPER CARS, 100-TON CAPACITY (135 TOTAL):

Current BN Number

448925 - 448957
448959 - 448965
448967
448970 - 448972
448974 - 448976
448978 - 448988
448990 - 448992
448994 - 448997
448999 - 449008
449011
449013 - 449023
449025 - 449056
449058
449060 - 449074

CABOOSE CARS (16 TOTAL):

Previous BN Number

12262

12265

12272

Current BN Number

12257 - 12260
12580
12263 - 12264
12532
12266 - 12268
12270
968767
12273 - 12274
12277

CABOOSE CARS (8 TOTAL):

Previous FWD Number

189
190
191
192
193
194
196
198

Current BN Number

12528

12583
11793

DOUBLE HOPPER CARS (45 TOTAL):

Current BN Number

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