



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

RECORDATION NO. 8761-E FILED 1425
MAR 21 1995 - 8 05 PM
INTERSTATE COMMERCE COMMISSION

(817) 333-3187
Docket No. BN7525

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 1977, Series 1, Dated as of April 1, 1977

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 1977, Series 1, Dated as of April 1, 1977 is conveyed to Burlington Northern Railroad Company from First Trust, N.A.

The Equipment Trust Agreement of 1977, Series 1, Dated as of April 1, 1977, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on March 28, 1977 and assigned Recordation No. 8761.

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

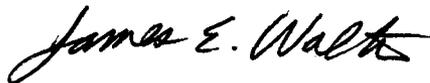
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibits "A" and "B" of said document.

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 1977, Series 1, Dated as of April 1, 1977 (ICC Recordation No. 8761, March 28, 1977) conveying the equipment described on Exhibits "A" and "B" of said document.

Very truly yours,



James E. Walton
Legal Assistant

Enclosures

RECORDATION NO. 8761-E FILED 1425

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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 April 1, 1977, 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 1977, 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 March 28, 1977, as Recordation No. 8761 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act. The Agreement has been supplemented one time, being dated January 16, 1978, which was filed with the Interstate Commerce Commission on March 17, 1978, and assigned Recordation No. 8761-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 1977, 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. 8761-B on January 14, 1981; and Recordation No. 8761-C on August 11, 1982,

respectively; and

WHEREAS, notice was given that the road numbers of the Equipment had been changed in a Statement of New Road Numbers dated March 23, 1990 and filed with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act as Recordation No. 8761-D on March 26, 1990; 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. Pedroni

ATTEST:

K. Barrell



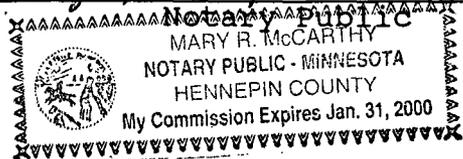
STATE OF MINNESOTA

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:

HIGH CUBE XL BOX CARS, 100-TON CAPACITY (124 TOTAL):

Current BN Number

322102 - 322106
322108 - 322115
322117 - 322127
322129 - 322139
322141 - 322157
322159 - 322167
322171 - 322199
376458 - 376472
376474 - 376476
376478
376480 - 376483
376485 - 376486
376488
376490 - 376492
376494 - 376495
376497 - 376499

INSULATED BOX CARS, 100-TON CAPACITY (72 TOTAL):

Previous RBCS Number

Current BN Number

3128 - 3135	747437 - 747440
3137 - 3142	734128 - 734135
3144 - 3149	734137 - 734142
3151 - 3153	734144 - 734149
3155	734151 - 734153
3157 - 3194	734155
3196	734157 - 734194
3198 - 3202	734196
	734198 - 734202

COVERED HOPPER CARS, 100-TON CAPACITY (6 TOTAL):

Current BN Number

447550 - 447555

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