



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

(817) 878-2385
Docket No. BN 4692

76041
RECORDED TO FILED

FEDERAL EXPRESS

JAN 24 1991 - 8 20 PM

January 23, 1991

INTERSTATE COMMERCE COMMISSION

1-62247020

JAN 24 3 11 PM '91

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., 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 of 1974, Series 2

Dear Ms. Lee:

I am enclosing four 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 August 31, 1990, 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 1974, Series 2, dated as of September 1, 1974, is conveyed to Burlington Northern Railroad Company.

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 21, 1974, and assigned Recordation No. 7604.

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

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

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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 fee of \$15.00 is enclosed for recording the Bill of Sale and Release of Security Interest. Please return the original and any extra copies 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 August 31, 1990, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1974, Series 2 (ICC Recordation No. 7604, August 21, 1974), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin
Legal Assistant

rrm/FINA0222.DOC

Enclosures

7604-C
RECORDATION NO. 7604

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Executed in 7 Counterparts
of which this is No. 5

INTERSTATE COMMERCE COMMISSION

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of September 1, 1974, executed by Citibank, N.A., formerly First National City Bank, as Trustee (the "Trustee") and Burlington Northern Inc. (now Burlington Northern Railroad Company), (the "Railroad") there was established "Burlington Northern Inc. Equipment Trust of 1974, Series 2" (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 21, 1974, as Recordation No. 7604, 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 20, 1982, which was filed with the Interstate Commerce Commission on August 17, 1982, and assigned Recordation No. 7604-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.

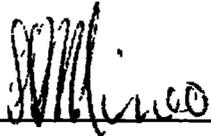
NOW THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge

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 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 31st day of August, 1990.

CITIBANK, N.A.

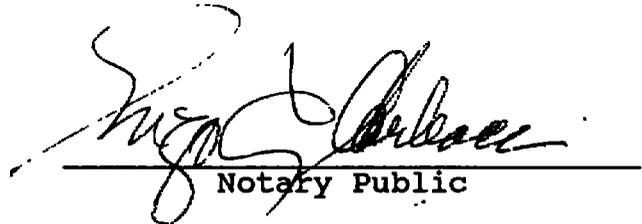
By: 

ATTEST:


SUSAN PAEK

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On this 31st day of August, 1990, before me personally appeared S.D. MINEO, to me personally known, who, being by me duly sworn, says that he/she is a ASSISTANT 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 he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires:

~~ENZO CARROCCI~~
~~Notary Public~~
~~State of New York~~
~~County of New York~~
Certificate No. 11111111111111111111
Term Expires March 30, 1992

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>Road Nos.</u>
192	Wood Chip Cars	<u>BN Series:</u> 587000-587027, 587029-587035, 587037-587061, 587063-587107, 587109-587112, 587114-587148, 587150-587161, 587163-587185, 587187-587199
98	Bulkhead Flatcars	<u>BN Series:</u> 616675-616690, 616692-616736, 616738-616774
187	XP Boxcars	<u>BN Series:</u> 376200-376209, 376211-376220, 376222 (renumbered 376719), 376223-376230, 376232-376239, 376241-376244, 376246-376266, 376268-376281, 376283-376314, 376316-376321, 376323-376355, 376357-376376, 376379-376391, 376393-376399
288	Covered Hopper Cars	459100-459182, 459184-459226, 459228-459248, 459250-459276, 459278-459349, 490001-490008, 490010-490012, 490014-490022, 490025-490029, 490031-490042, 490044, 490046-490049
2	Cabooses	<u>FWD Series:</u> 173, 179
3	Double Hopper Cars	<u>BN Series:</u> 953915-953917