



**BURLINGTON NORTHERN RAILROAD**

LAW DEPARTMENT

3800 Continental Plaza  
777 Main Street  
Ft. Worth, Texas 76102  
(817) 878-2385  
Docket No. BN 4905

**FEDERAL EXPRESS**

August 14, 1990

0-228A006

RECORDATION NO. 7701 FILED 1425

AUG 16 1990 - 11 50 AM

**INTERSTATE COMMERCE COMMISSION**

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  
Guaranteed C&S Equipment Trust of 1974**

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 9, 1990, by which all right, title and interest in and to the existing equipment covered by the Burlington Northern Guaranteed C&S (now Burlington Northern Railroad Company) Equipment Trust of 1974, dated as of November 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 November 6, 1974, and assigned Recordation No. 7701.

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

Trustee: Colorado National Bank of Denver  
950 Seventeenth Street  
Denver, Colorado 80202

OS. 11/16/90 11 01 50/1

Ms. Mildred Lee  
August 14, 1990  
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Owner: Burlington Northern Railroad Company  
3800 Continental Plaza  
777 Main Street  
Fort Worth, Texas 76102

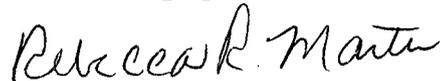
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit A of said document.

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 9, 1990, to the Burlington Northern Guaranteed C&S (now Burlington Northern Railroad Company) Equipment Trust of 1974 (ICC Recordation No. 7701, November 6, 1974), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin  
Legal Assistant

rrm/FINA0153.DOC

Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

8/17/90

OFFICE OF THE SECRETARY

Rebecca R. Martin

Legal Assistant

Burlington Northern Railroad

3800 Continental Plaza

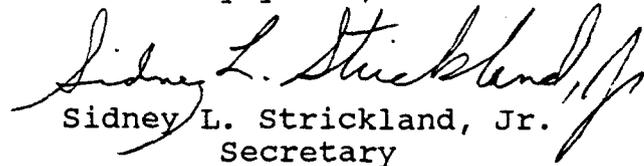
777 Main Street

Ft Worth, Texas 76102

Dear Ms. Martin

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/16/90 at 11:50am , and assigned recordation number(s). 7701-D

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

RECORDATION NO. 7701-C  
AUG 16 1990 - 11 50 AM  
INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts  
of which this is No. 5

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of November 1, 1974, executed by the Colorado National Bank of Denver, as Trustee (the "Trustee") and The Colorado and Southern Railway Company and Burlington Northern Inc. (predecessor companies to the now Burlington Northern Railroad Company), (the "Railroad") there was established "Burlington Northern Guaranteed C&S Equipment Trust of 1974" (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 November 6, 1974, as Recordation No. 7701, 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 December 30, 1985, which was filed with the Interstate Commerce Commission on February 25, 1986, and assigned Recordation No. 7701-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.

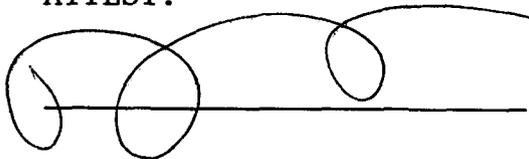
This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, Colorado National Bank of Denver, 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 9th day of August, 1990.

COLORADO NATIONAL BANK OF DENVER

By:   
\_\_\_\_\_

ATTEST:

  
\_\_\_\_\_

STATE OF COLORADO )  
 ) ss  
COUNTY OF DENVER )

On this 9th day of August, 1990, before me personally appeared WILLIAM S. JOHNSON, to me personally known, who, being by me duly sworn, says that he/she is a ASSISTANT VICE PRESIDENT of the Colorado National Bank of Denver, 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.

Gloria I. Stricklen  
Notary Public

My commission expires:

My Commission Expires 3/17/92



EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>Road Nos.</u>
441	Triple Hopper Cars	<u>BN Series:</u> 526400-526403, 526405, 526407-526412, 526414- 526430, 526433-526445, 526447- 526451, 526453-526458, 526460, 526461, 526464, 526466-526474, 526476-526481, 526483-526503, 526505, 526506, 526509-526513, 526515-526527, 526529, 526531, 526533, 526535, 526536, 526538-526549, 526551, 526553, 526559, 526561-526565, 526567- 526589, 526591, 526594, 526595, 526597, 526599, 526601-526608, 526610-526614, 526616-526638, 526640, 526643- 526646, 526648-526664, 526666- 526676, 526678-526682, 526684- 526688, 526690-526700, 526702- 526717, 526719-526735, 526737- 526740, 526743, 526744, 526746-526748, 526750-526758, 526760-526766, 526768-526774, 526776-526790, 526792-526800, 526803, 526805-526829, 526831-526851, 526853-526862, 526864-526899
30	Cabooses	<u>BN Series:</u> 12002, 12004, 12006, 12009, 12011-12014, 12016, 12018-12020, 12022, 12023, 12026, 12027, 12029- 12035, 12040-12042, 12045, 12047, 12289, 12298
22	Locomotives	<u>BN Series:</u> 2088-2109
8	Cabooses	<u>C &amp; S Series:</u> 10652 (Renumbered BN 10652), 10653, 10655-10657, 10660-10662