



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

0100562089 (7)

RECORDATION NO. 8413-F FILED 1425

MAR 21 1995 -3 05 PM

INTERSTATE COMMERCE COMMISSION

VIA UPS

March 13, 1995

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

RECEIVED THE
OFFICE OF THE
SECRETARY
3 01 AM '95
LICENSING BRANCH
Docket No. BT 6763
(817) 333-3187

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 1976, Series 3, Dated as of August 1, 1976**

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 1976, Series 3, Dated as of August 1, 1976 is conveyed to Burlington Northern Railroad Company from First Trust, N.A.

The Equipment Trust Agreement of 1976, Series 3, Dated as of August 1, 1976, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on July 19, 1976 and assigned Recordation No. 8413.

Ms. Mildred Lee
March 13, 1995
Page 2

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

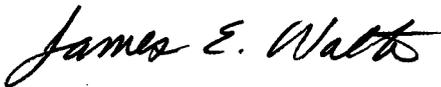
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibits "A" and "B" of said document.

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 1976, Series 3, Dated as of August 1, 1976 (ICC Recordation No. 8413, July 19, 1976) conveying the equipment described on Exhibits "A" and "B" of said document.

Very truly yours,



James E. Walton
Legal Assistant

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

3/21/95

Office Of The Secretary

James Watson
Legal Assistant
Burlington Northern Railroad
3800 Continental Plaza
877 Main Street
Ft. Worth, Texas 76102

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/21/95 at 3:05PM, and assigned recordation number(s). 8413-F, 8761-E, 9043-C, 9371-C, 9895-B, 10735-F and 11391-H.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)
(0100567089)

\$ 147.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO.

8413-F
FILED 14813

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 August 1, 1976, 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 1976, Series 3" (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 July 19, 1976, as Recordation No. 8413 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act. The Agreement has been supplemented one time, being dated February 18, 1977, which was filed with the Interstate Commerce Commission on March 28, 1977, and assigned Recordation No. 8413-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 1, dated October 1, 1979; an Agreement for Trust Group 2, dated December 1, 1979; 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 1976, Series 3", 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. 8413-B on November 16, 1979; Recordation No. 8413-C on January 23, 1980; Recordation No. 8413-D on January 14, 1981; and Recordation No. 8413-E 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.

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.

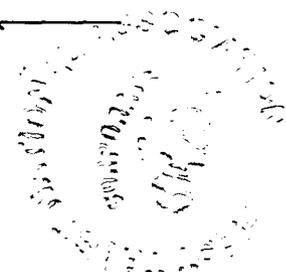
IN WITNESS WHEREOF, First Trust, N.A., the Trustee as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto duly affixed and attested by its officers thereunto duly authorized this 6th day of March, 1995.

FIRST TRUST, N.A.

By: B. P. [Signature]

ATTEST:

[Signature]



COVERED HOPPER CARS, 100-TON CAPACITY (450 TOTAL):

Current BN Number

446550 - 446556
446558 - 446560
446562 - 446570
446572
446574 - 446591
446593 - 446615
446617
446619 - 446620
446622 - 446623
446626
446628 - 446631
446633 - 446671
446673 - 446707
446709
446711 - 446715
446717
446719 - 446734
446736 - 446737
446739 - 446751
446753 - 446770
446773 - 446799
446801 - 446805
446807
446809 - 446832
446834 - 446843
446845 - 446848
446850 - 446852
446854 - 446857
446859
446861 - 446865
446867 - 446880
446882 - 446902
446904 - 446905
446907 - 446909
446911 - 446917
446919 - 446920
446924 - 446933
446935 - 446960
446963 - 446968
446971 - 446982
446985 - 446989
446991 - 447014
447016 - 447019
447021 - 447049

OPEN TOP HOPPER CARS, 100-TON CAPACITY (48 TOTAL):

Current BN Number

958425 - 958435
958437 - 958447
958449 - 958474

CABOOSE CARS (2 TOTAL):

Previous FWD Number

170
171

Current BN Number

11770

CABOOSE CARS (14 TOTAL):

Previous BN Number

12279

Current BN Number

12584
12280
12282 - 12287
12308

Previous FWD Number

182
183
185
187
188

Current BN Number

12598

12523

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