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**BURLINGTON NORTHERN RAILROAD**

LAW DEPARTMENT

3800 Continental Plaza  
777 Main Street  
Ft. Worth, Texas 76102  
(817) 878-2385  
Docket No. BN 4991

7739 F  
RECORDATION NO. FILED 1425

**FEDERAL EXPRESS**

**AUG 20 1990 -11 20 AM**

August 17, 1990

**INTERSTATE COMMERCE COMMISSION**

**0-232A003**

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 3**

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 13, 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 3, dated as of January 1, 1975, 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 December 12, 1974, and assigned Recordation No. 7739.

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

Trustee: First Trust N.A.  
180 East Fifth Street, 2nd Floor  
St. Paul, Minnesota 55101

RECORDED  
AUG 20 1990  
U.S. DEPT. OF COMMERCE

Ms. Mildred Lee  
August 17, 1990  
Page 2

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 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 13, 1990, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1974, Series 3 (ICC Recordation No. 7739, December 12, 1974), conveying the equipment described on Exhibits A and B of said document.

Very truly yours,



Rebecca R. Martin  
Legal Assistant

rrm/FINA0157.DOC

Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

8/20/90

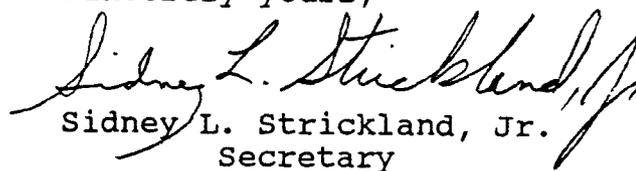
OFFICE OF THE SECRETARY

Rebecca R. Martin  
Legal Assistant  
Burlington Northern Railroad  
3800 Continental Plaza  
777 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 8/20/90 at 11:20am, and assigned recordation number(s). 7739-F & 7992-D

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

RECORDATION NO. 7739-F  
AUG 20 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 January 1, 1975, executed by First Trust N.A. (formerly First Trust Company of St. 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 1974, Series 3" (the "Agreement");

WHEREAS, by the terms of Article Four 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 December 12, 1974, as Recordation No. 7739, 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 January 3, 1989, which was filed with the Interstate Commerce Commission on January 19, 1989, and assigned Recordation No. 7739-E; 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.

WHEREAS, Trustee and Railroad established an Agreement for Trust Group 2, dated December 1, 1979; an Agreement for Trust Group 3, dated January 1, 1981; an Agreement for Trust Group 3A, dated July 27, 1982; and an Agreement for Trust Group 4, dated January 3, 1989 (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 1974, 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. 7739-B (January 23, 1980); Recordation No. 7739-C (January 14, 1981); Recordation No. 7739-D (August 11, 1982); and Recordation No. 7739-E (January 19, 1989), 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.

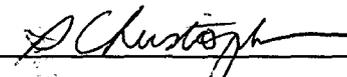
IN WITNESS WHEREOF, First Trust N.A., the Trustee as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be duly affixed and

attested by its officers thereunto duly authorized this  
13th day of August, 1990.

FIRST TRUST N.A.

By:   
Assistant Vice President

ATTEST:

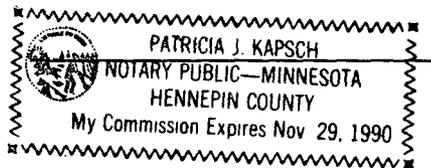
  
TRUST OFFICER

STATE OF MINNESOTA . )  
                                  *Hennepin* ) SS  
COUNTY OF ~~RAMSEY~~ )

On this 13<sup>th</sup> day of August, 1990, before me personally appeared G. S. NESSLER, to me personally known, who, being by me duly sworn, says that he/she is a Assistant Vice President 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 he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My commission expires:



**EQUIPMENT**

<u>No. of Units</u>	<u>Description</u>	<u>Road Nos.</u>
438	XL Boxcars	<u>BN Series:</u> 321600-321605, 321607-321633, 321635-321646, 321648-321656, 321658-321670, 321672-321688, 321690-321697, 321699-321703, 321705-321707, 321709-321729, 321731-321739, 321741-321748, 321750-321761, 321763-321770, 321772-321801, 321803-321805, 321807-321811, 321813-321835, 321837-321843, 321845-321885, 321887-321890, 321892-321914, 321916-321952, 321954-321959, 321961-321964, 321966-321974, 321976-321983, 321985, 321986, 321988-322000, 322002-322021, 322023-322045, 322047-322062, 322064-322069
183	Gondola Cars	<u>BN Series:</u> 560350-560360, 560363-560367, 560369-560373, 560375-560378, 560381, 560383, 560384, 560386-560390, 560392- 560432, 560434-560436, 560438- 560441, 560443-560447, 560449- 560477, 560479-560496, 560498- 560523, 560525-560538, 560540- 560549
1	Caboose	<u>FWD Series:</u> 174

<u>No. of Units</u>	<u>Description</u>	<u>Car Nos.</u>
6	<u>Trust Group 2:</u> Caboose Cars	<u>FW&amp;D Series:</u> 182, 183, 185-188
8	<u>Trust Group 3:</u> Tank Cars	<u>BN Series:</u> 875077-875084
45	<u>Trust Group 3A:</u> Double Hopper Cars	<u>BN Series:</u> 953897-953900, 953904-953906, 953918-953923, 953943-953947, 953958, 953959, 953966-953990
38	<u>Trust Group 4:</u> Hopper Cars	<u>BN Series:</u> 463605-463617, 463580-463604