



**BURLINGTON NORTHERN RAILROAD**

LAW DEPARTMENT

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

(817) 333-3187  
Docket No. BN8249

VIA UPS

March 13, 1995

RECORDATION NO. 9043-C FILED 1425  
MAR 21 1995 -3 05 PM  
INTERSTATE COMMERCE COMMISSION

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 2, Dated as of November 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 2, Dated as of November 1, 1977 is conveyed to Burlington Northern Railroad Company from First Trust, N.A.

The Equipment Trust Agreement of 1977, Series 2, Dated as of November 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 October 18, 1977 and assigned Recordation No. 9043.

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

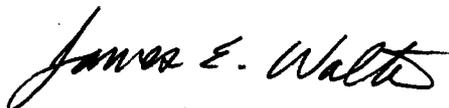
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibits "A" and "B" of said document.

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 2, Dated as of November 1, 1977 (ICC Recordation No. 9043, October 18, 1977) conveying the equipment described on Exhibits "A" and "B" of said document.

Very truly yours,



James E. Walton  
Legal Assistant

Enclosures

RECORDATION NO. 9043-C  
FILED 1494

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 November 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 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 October 18, 1977, as Recordation No. 9043 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act; 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; 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 2", 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. 9043-A on November 16, 1979; and Recordation No. 9043-B 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 6<sup>th</sup> day of March, 1995.

FIRST TRUST, N.A.

By:

ATTEST:





OPEN TOP HOPPER CARS, 100-TON CAPACITY (193 TOTAL):

Current BN Number

958475 - 958494  
958496 - 958512  
958514 - 958532  
958534 - 958569  
958571 - 958583  
958585 - 958606  
958608 - 958630  
958632 - 958674

OPEN TOP HOPPER CARS, 100-TON CAPACITY (462 TOTAL):

Current BN Number

527550 - 527560  
527563 - 527566  
527568 - 527569  
527571 - 527583  
527585 - 527587  
527589 - 527592  
527595 - 527612  
527614 - 527615  
527617 - 527619  
527621 - 527636  
527638 - 527641  
527643 - 527644  
527646 - 527661  
527663 - 527664  
527666 - 527676  
527678 - 527687  
527689 - 527709  
527712 - 527720  
527722 - 527777  
527779 - 527784  
527786 - 527798  
527801 - 527811  
527813 - 527829  
527831 - 527871  
527873 - 527876  
527878 - 527953  
527955 - 527979  
527981 - 527982  
527984 - 528003  
528005 - 528022  
528025  
528027 - 528038  
528040 - 528041  
528043 - 528049

CABOOSE CARS (9 TOTAL):

Previous BN Number

12279

Current BN Number

12584  
12280  
12282 - 12287  
12308

DOUBLE HOPPER CARS (45 TOTAL):

Current BN Number

953897 - 953900  
953904 - 953906  
953918 - 953923  
953943 - 953947  
953958 - 953959  
953966 - 953990