BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2349

RECORDATION NO. 6164-A Filed 1425

SEP 8 1987 -10 15 AM

INTERSTATE COMMERCE COMMISSION

7-251A043
No.
Date SEP 8 1987
Fee $ 10.00
ICC Washington, D.C.

August 31, 1987

Ms. Noreta R. McGee, Secretary
Interstate Commerce Commission
Twelfth and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Western Fruit Express Equipment Trust of 1971, Series X

Dear Ms. McGee:

I am enclosing four counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the U.S. Code.

The document to be recorded is a Satisfaction and Bill of Sale, dated July 21, 1987, by which all right, title and interest in and to the existing equipment covered by Western Fruit Express Equipment Trust of 1971, Series X, dated as of May 26, 1971 (the Equipment Trust Agreement), is conveyed to Western Fruit Express Company, a wholly-owned subsidiary of Burlington Northern Railroad Company.

The primary document to which the Satisfaction and Bill of Sale is connected was recorded with the Interstate Commerce Commission on May 25, 1971, and assigned Recordation No. 6164.

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

Trustee: The Riggs National Bank of Washington, D.C.
1120 Vermont Avenue, N.W.
Washington, D.C. 20005

Owner: Western Fruit Express Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

ICC OFFICE OF THE SECRETARY
SEP 8 10 07 AM '87
MOTOR OPERATING UNIT

A general description of the equipment covered by the enclosed Satisfaction and Bill of Sale is shown on Schedule A of said document.

A fee of $10.00 is enclosed for recording the Satisfaction and Bill of Sale. 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:

> Satisfaction and Bill of Sale to Western Fruit Express Equipment Trust of 1971, Series X, Recordation No. 6164. Satisfaction and Bill of Sale dated July 21, 1987, conveying 354 70-ton RLP Mechancial Refrigerator Cars to Western Fruit Express Company.

Very truly yours,

Shirley B. O'Connor

Shirley B. O'Connor
Assistant Secretary,
Western Fruit Express Company

SBO/ee,4
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

9/8/87

Shirley B. O'Connor
Assist. Secretary
Burlington Northern Railroad
3800 Continental Plaza
777 Main Street
Fort 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 9/8/87 at 10:15am, and assigned re-recordation number(s). 6164-A

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 6164-A Filed 1425
SEP 8 1987 -10 15 AM
INTERSTATE COMMERCE COMMISSION

Executed in 5 Counterparts of which this is Counterpart No. 3

SATISFACTION AND BILL OF SALE

WHEREAS, by a certain Equipment Trust Agreement, dated as of May 26, 1971, executed by The Riggs National Bank of Washington, D.C., as Trustee, hereinafter referred to as the "Trustee," and Western Fruit Express Company, hereinafter referred to as the "Company," there was established "Western Fruit Express Equipment Trust of 1971, Series X," hereinafter referred to as the "Agreement"; and

WHEREAS, by the terms of Article Five of said Agreement, the Trustee did lease to the Company the railroad equipment described in Schedule A hereto, hereinafter referred to as the "Equipment"; and

WHEREAS, the Agreement was filed on May 25, 1971, as No. 6164 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act; and

WHEREAS, the Company 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 Company 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 and (b) sell,

assign, and transfer to the Company all its title and property interest in the Equipment described in Schedule A, free of all liens and encumbrances created or retained by the Agreement.

This Bill of Sale 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, The Riggs National Bank of Washington, D.C., 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 21st day of July, 1987.

THE RIGGS NATIONAL BANK OF
WASHINGTON, D.C.

By _____
SENIOR VICE PRESIDENT

ATTEST:

_____
CORPORATE TRUST OFFICER

DISTRICT OF COLUMBIA) ss.

On this 21st day of July, 1987, before me personally appeared M. J. AQUILINO, known to me to be the SENIOR VICE PRESIDENT of The Riggs National Bank of Washington, D.C., who being duly sworn, says that he/she is a SENIOR VICE PRESIDENT of The Riggs National Bank of Washington, D.C., 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.

CITY OF WASHINGTON
DISTRICT OF COLUMBIA
Catherine T. Borges
Washington, D.C.

Catherine T. Borges
Notary Public

(Notarial Seal)

My Commission Expires October 14, 1991

SCHEDULE A

Western Fruit Express Equipment Trust of 1971, Series X

No. of Units	Description	WFE Series	BNFE Series
354	70-ton RPL Mechanical Refrigerator cars	WFCX 9300-9311	BNFE 9300-9311
		" 9314-9317	" 9314-9317
		" 9319-9322	" 9319-9322
		" 9325-9346	" 9325-9346
		" 9348-9352	" 9348-9352
		" 9354-9357	" 9354-9357
		" 9359-9367	" 9359-9367
		" 9369-9375	" 9369-9375
		" 9377-9381	" 9377-9381
		" 9383-9386	" 9383-9386
		" 9388	" 9388
		" 9390-9394	" 9390-9394
		" 9396	" 9396
		" 9398-9400	" 9398-9400
		" 9402-9417	" 9402-9417
		" 9419-9426	" 9419-9426
		" 9428-9435	" 9428-9435
		" 9437-9444	" 9437-9444
		" 9446	" 9446
		" 9448-9477	" 9448-9477
		" 9479-9491	" 9479-9491
		" 9493-9512	" 9493-9512
		" 9514-9519	" 9514-9519
		" 9521-9530	" 9521-9530
		" 9533-9563	" 9533-9563
		" 9565	" 9565
		" 9568-9572	" 9568-9572
		" 9574-9580	" 9574-9580
		" 9582-9586	" 9582-9586
		" 9588-9589	" 9588-9589
		" 9591-9597	" 9591-9597
		" 9599	" 9599
		" 9601-9617	" 9601-9617
		" 9619-9622	" 9619-9622
		" 9624-9627	" 9624-9627
		" 9629-9633	" 9629-9633
		" 9635-9652	" 9635-9652
		" 9654-9664	" 9654-9664
		" 9667-9675	" 9667-9675
		" 9677-9687	" 9677-9687
		" 9689-9695	" 9689-9695
		" 9697-9699	" 9697-9699