BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

(817) 333-3187

9262-D

Docket No. BN8913

VIA UPS

October 5, 1994

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) Conditional Sale Agreement Dated as of February 1, 1978 and Related Agreement and Assignment**

Dear Ms. Lee:

I am enclosing 2 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 September 23, 1994, by which all right, title and interest in and to the existing equipment covered by the Conditional Sale Agreement Dated as of February 1, 1978 is conveyed to Burlington Northern Railroad Company from Mercantile-Safe Deposit and Trust Company.

The Conditional Sale Agreement Dated as of February 1, 1978, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on March 3, 1978 and assigned Recordation No. 9262. The related Agreement and Assignment was filed with the Interstate Commerce Commission on March 3, 1978 and assigned Recordation No. 9262-A.

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

Trustee: Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21201

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 $18.00 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 September 23, 1994, to Conditional Sale Agreement Dated as of February 1, 1978 (ICC Recordation No. 9262, March 3, 1978) conveying the equipment described on Exhibits "A" and "B" of said document.

Very truly yours,

James E. Walton

James E. Walton
Legal Assistant

Enclosures

9262-D

Executed in 7 Counterparts
of which this is No. 2

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, Hayden-Murphy Equipment Company and Transportation Products Company (collectively the "Manufacturers" and individually a "Manufacturer") and Burlington Northern Inc. (the "Railroad"), have entered into a Conditional Sale Agreement dated as of February 1, 1978, ("Agreement No. 78-1A") covering the railroad equipment described in Exhibit "A" hereto (the "No. 78-1A Equipment");

WHEREAS, Agreement No. 78-1A was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on March 3, 1978, and assigned Recordation No. 9262;

WHEREAS, each Manufacturer thereafter assigned its rights under Agreement No. 78-1A and its right, security title and interest to the No. 78-1A Equipment to Mercantile-Safe Deposit and Trust Company (the "Agent"), pursuant to an Agreement and Assignment dated as of February 1, 1978, between the Manufacturers and the Agent; said Agreement and Assignment was filed with the Interstate Commerce Commission on March 3, 1978, and assigned Recordation No. 9262-A;

WHEREAS, FMC Corporation, ACF Industries, Incorporated, PACCAR INC and DIFCO, Inc. (collectively the "Vendors" and individually a "Vendor") and the Railroad have entered into a Conditional Sale Agreement dated as of February 1, 1978, ("Agreement No. 78-1B" and hereinafter together with Agreement No. 78-1A the "Agreements")

covering the railroad equipment described in Exhibit "B" hereto (the "No. 78-1B Equipment" and hereinafter together with the No. 78-1A Equipment the "Equipment");

WHEREAS, Agreement No. 78-1B was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on March 31, 1978, and assigned Recordation No. 9300;

WHEREAS, each Vendor thereafter assigned its rights under Agreement No. 78-1B and its right, security title and interest to the No. 78-1B Equipment to the Agent, pursuant to an Agreement and Assignment dated as of February 1, 1978, between the Vendors and the Agent; said Agreement and Assignment was filed with the Interstate Commerce Commission on March 31, 1978, and assigned Recordation No. 9300-A;

WHEREAS, from time to time, notice was given that the road numbers of the No. 78-1B Equipment had been changed in a Consent from the Agent to the Railroad and Statements of New Road Numbers which were filed with the Interstate Commerce Commission, the last of which was filed on February 12, 1991, and assigned Recordation No. 9300-D;

WHEREAS, the Agent has been paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreements, and the Railroad has performed all obligations therein contained.

NOW THEREFORE, the Agent does hereby (a) acknowledge that the Agreements have been satisfied in full; (b) sell, assign, convey

and transfer to the Railroad all its right, security title and interest in the Equipment; and (c) release any security interest it may have had in the Equipment, 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 Agreements.

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 HEREOF, the Agent 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 23rd day of September, 1994.

Mercantile-Safe Deposit and Trust Company

By: _____
Robert D. Brown
Corporate Trust Officer

ATTEST:

_____

STATE OF Maryland

~~COUNTY~~ OF Baltimore City, ss:

On this 23rd day of September, 1994, before me personally appeared Robert D. Brown, to me personally known, who being by me duly sworn, says that (s)he is the Corporate Trust Officer of Mercantile-Safe Deposit and Trust Company, 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Notary Public

My commission expires: 9/25/94

LOCOMOTIVE CRANES, 25/30 TON CAPACITY (2 TOTAL):

Current BN Number
975317 - 975318

LOCOMOTIVE CRANES, 40/50 TON CAPACITY (2 TOTAL):

Current BN Number
975419 - 975420

LOCOMOTIVE CRANE, 40/50 TON CAPACITY (1 TOTAL):

Current BN Number
972061

LOCOMOTIVE CRANE, 30/40 TON CAPACITY (1 TOTAL):

Current BN Number
972062

COVERED HOPPER CARS, 100-TON CAPACITY (310 TOTAL):

Current BN Number
447590 - 447600
447602 - 447608
447610 - 447616
447618 - 447634
447636 - 447651
447653 - 447664
447666 - 447672
447674 - 447695
447697 - 447710
447712 - 447727
447729 - 447734
447736 - 447762
447764 - 447800
447802 - 447810
447812 - 447826
447828
447831 - 447848
447850
447852 - 447858
447860 - 447875
447877 - 447880
447882 - 447884
447887 - 447916
447918 - 447924

COVERED HOPPER CARS, 100-TON CAPACITY (94 TOTAL):

Current BN Number
481100 - 481103
481105 - 481148
481150 - 481154
481157 - 481171
481173 - 481181
481183 - 481199

AIR DUMP CARS (15 TOTAL):

Current BN Number
965101 - 965115

XL BOX CARS, 70-TON CAPACITY (187 TOTAL):

Current BN Number
322200 - 322209
322211 - 322220
322222 - 322227
322229 - 322232
322234 - 322236
322238 - 322251
322253
322255 - 322256
322258 - 322272
322274 - 322280
322282 - 322292
322294 - 322351
322353 - 322366
322368 - 322399

EXTRA WIDE VISION CABOOSES (47 TOTAL):

Previous BN Number	Current BN Number
	12177 - 12179
12180	12542
	12182
	12184
12185	12529
	12186
	12188
12191	968774
12193	12505
	12195
12197	12570
12203	12540
12204	12561
	12205 - 12211
12214	12594
	12215 - 12216
	12218 - 12220
	12223
12224	12526
12225	12606
	12227 - 12231
12232	968773
	12238
12239	12565
	12241

Previous BN Number	Current BN Number
	12243
12244	12571
	12245 - 12246
	12248
12249	12577
	12252