BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2385
Docket No. BN 10117

FEDERAL EXPRESS

July 26, 1989

RECORDATION NO. 10004-A FILED 1425

9-212A019 JUL 31 1989 -12 35 PM

INTERSTATE COMMERCE COMMISSION

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) Conditional Sale Agreement, and Related Agreement and Assignment

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 July 14, 1989, by which all right, title and interest in and to the existing equipment covered by the Burlington Northern Inc. (now Burlington Northern Railroad Company) Conditional Sale Agreement, dated as of January 1, 1979, is conveyed to Burlington Northern Railroad Company.

The Conditional Sale Agreement and related Agreement and Assignment, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded as one document with the Interstate Commerce Commission on January 5, 1979, and assigned Recordation No. 10004.

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

Agent: Citibank, N.A.
One Sansome Street
San Francisco, California 94104

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 Exhibit B of said document.

A fee of $13.00 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 July 14, 1989, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Conditional Sale Agreement (ICC Recordation No. 10004, January 5, 1979), conveying the equipment described on Exhibit B of said document.

Very truly yours,

Rebecca R. Martin

Rebecca R. Martin
Legal Assistant

RRM/ad,8
Enclosures

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INTERSTATE COMMERCE COMMISSION

Executed in 11 Counterparts
of which this is No. 9

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, ACF Industries, Incorporated; Bethlehem Steel Corporation; General Electric Company; General Motors Corporation (Electro-Motive Division); General American Transportation Corporation; and Pullman Incorporated (hereinafter collectively called the "Builder") and Burlington Northern Inc., now Burlington Northern Railroad Company (the "Railroad"), have entered into a Conditional Sale Agreement dated as of January 1, 1979, (the "Agreement") covering the railroad equipment described in Exhibit A hereto (the "Equipment"), and all right, title, and interest of the Builder in and to the Agreement was assigned to Citibank, N.A., (the "Agent") pursuant to an Agreement and Assignment dated as of January 1, 1979, between the Builder and the Agent; and said Agreement and Assignment was filed on December 29, 1978, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 9974;

WHEREAS, Hayden-Murphy Equipment Company; Transportation Products Company; LeTourneau Railroad Services, Inc.; and Raygo Wagner Equipment Company (hereinafter collectively called the "Builder") and Burlington Northern Inc., now Burlington Northern Railroad Company (the "Railroad"), have entered into a Conditional Sale Agreement dated as of January 1, 1979, (the "Agreement") covering the railroad equipment described in Exhibit B hereto (the "Equipment"), and all right, title, and interest of

the Builder in and to the Agreement was assigned to Citibank, N.A., (the "Agent") pursuant to an Agreement and Assignment dated as of January 1, 1979, between the Builder and the Agent; and said Agreement and Assignment was filed on January 5, 1979, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 10004; and

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, in accordance with the provisions of the Agreements, does hereby (a) acknowledge that the Agreements have 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 Exhibits A and B; and (c) release any security interest it may have had in the Equipment described in Exhibits A and B, 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 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 WHEREOF, Citibank, N.A., as Agent 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 14 day of July, 1989.

CITIBANK, N.A.

By: JAMES P. LYDON
Vice President

ATTEST:

Rose Marie Cerro

No. of Units	Description	Road Nos.
100	Covered Hopper Cars	BN Series: 481200-481299
95	Open Top Hopper Cars	BN Series: 529400-529406, 529408-529435, 529437-529469, 529471-529489, 529492-529499,
94	Open Top Hopper Cars	C&S Series: 529500-529518, 529520-529523, 529525, 529526, 529528-529556, 529558-529562, 529564-529597, 529599
15	Diesel Electric Locomotives (C-30-7)	BN Series: 5567-5581
35	Diesel Electric Locomotives (SD-40-2)	BN Series: 7126-7160
20	Diesel Electric Locomotives (SD-40-2)	BN Series: 7869-7888
24	Airslide Covered Hopper Cars	BN Series: 410540-410559, 410561-410564
89	Covered Hopper Cars	FW&D Series: 459550-459559, 459561-459581, 459583-459586, 459588-459592, 459594-459602, 459604-459610, 459612, 459614, 459615, 459617-459619, 459621-459630, 459632-459638, 459640-459649

No. of Units	Description	Road Nos.
5	Diesel Electric Locomotive Cranes	BN Series: 972064, 975421-975424
1	Straddle Crane Model ST-100	N/A
1	Piggy Packer Side Loader	N/A