



**BURLINGTON NORTHERN RAILROAD**

3800 Continental Plaza  
777 Main Street  
Ft. Worth Texas 76102

LAW DEPARTMENT

RECORDATION NO. 5679-A FILED 1425

(817) 878-2385  
Docket No. BN 34

FEDERAL EXPRESS

MAR 17 1989 - 3 25 PM

9-076A046

March 15, 1989

INTERSTATE COMMERCE COMMISSION

Date 3/17/89  
Fee \$ 13.00

Ms. Mildred Lee, Recordations  
Interstate Commerce Commission  
Room 2303  
12th and Constitution Ave., N.W.  
Washington, D.C. 20423

ICC Washington, D. C.

Re: Document for Recordation: Satisfaction and Bill of Sale to Burlington Northern Inc. (now Burlington Northern Railroad Company) Conditional Sale Agreement, and Related Agreement and Assignment

Dear Ms. Lee:

I am enclosing six 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 Satisfaction and Bill of Sale, dated March 2, 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 April 1, 1970, is conveyed to Burlington Northern Railroad Company.

The Conditional Sale Agreement and related Agreement and Assignment, the primary document to which the Satisfaction and Bill of Sale is connected, was recorded as one document with the Interstate Commerce Commission on April 20, 1970, and assigned Recordation No. 5679.

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

Agent: The Chase Manhattan Bank  
One New York Plaza, 14th Floor  
New York, New York 10081

RECORDED AND INDEXED  
MAR 17 3 16 PM '89

Ms. Mildred Lee  
March 15, 1989  
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 Satisfaction and Bill of Sale is shown on Exhibit A of said document.

A fee of \$13.00 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, dated March 2, 1989, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Conditional Sale Agreement (ICC Recordation No. 5679, April 20, 1970), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin  
Legal Assistant

RRM/bb,33  
Enclosures

**Interstate Commerce Commission**

Washington, D.C. 20423

3/23/89

OFFICE OF THE SECRETARY

Rebecca K. Martin

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 3/17/89 at 3:25pm, and assigned recordation number(s). 6432-A & 5679-D

Sincerely yours,

*Nesta L. McEwen*

Secretary

Enclosure(s)

RECORDATION NO

5679 *D*

FILED 1989

MAR 17 1989 - 3 25 PM

INTERSTATE COMMERCE COMMISSION

Executed in 9 Counterparts  
of which this is No. 7

Satisfaction and Bill of Sale

WHEREAS, Pullman Incorporated (Pullman-Standard Division) (hereinafter referred to as the "Builder"), and Burlington Northern Inc., now Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Conditional Sale Agreement dated as of April 1, 1970 (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit "A" hereto (hereinafter referred to as the "Equipment"), and all right, title and interest of the Builder in and to the Agreement was assigned to The Chase Manhattan Bank (National Association) (hereinafter referred to as the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1970, between the Builder and the Agent; and said Agreement and Assignment was filed on April 20, 1970, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 5679; 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 acknowledge that the Agreements have been satisfied in full and does hereby sell, assign and

transfer to the railroad all its title and property interest in the Equipment described in Exhibit "A", free of all liens and encumbrances created or retained by the Agreements.

This Satisfaction and 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 Chase Manhattan Bank (National Association), 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 2d day of March, 1989.

THE CHASE MANHATTAN BANK  
(NATIONAL ASSOCIATION)

By: \_\_\_\_\_

Albert J. ...

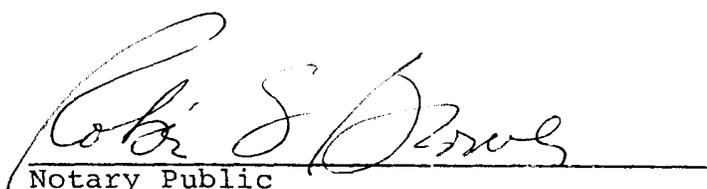
...

ATTEST:

Dorinda M. Steiger

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK ) ss.

On this 2nd day of March, 1989, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he/~~she~~ is a \_\_\_\_\_ of the The Chase Manhattan Bank (National Association), 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

ROBIN S. BROWER  
Notary Public, State of New York  
No. 31-41,4304  
Qualified in New York County  
Certificate Filed in New York County  
Commission Expires October 5, 1989

Exhibit A

EQUIPMENT

No. of  
Units

Description

BN Nos.

4

26,000 Gallon Tank Cars

875065-875068