

BURLINGTON NORTHERN RAILROAD 101

Douglas J. Babb
Vice President and General Counsel

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

(817) 878-2367

FEDERAL EXPRESS

November 23, 1988

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

5957 F
NOV 25 1988 - 3 25 PM
INTERSTATE COMMERCE COMMISSION

Re: Document for Recordation: Satisfaction and Bill of Sale to St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement (No. 73), 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 November 17, 1988, by which all right, title and interest in and to the existing equipment covered by the St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement (No. 73), dated as of March 1, 1971, is conveyed to Burlington Northern Railroad Company.

The Conditional Sale Agreement, the primary document to which the Satisfaction and Bill of Sale is connected, was recorded with the Interstate Commerce Commission on February 24, 1971, and assigned Recordation No. 5957. A subsequent amendment to the Conditional Sale Agreement was filed with the Interstate Commerce Commission on June 17, 1971, and assigned Recordation No. 5957-A. The related Agreement and Assignment was filed with the Interstate Commerce Commission on June 17, 1971, and assigned Recordation No. 5957-B.

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

5957 E
RECORDED IN _____ FILE 148
NOV 25 1980 - 8 25 PM
INTERSTATE COMMERCE COMMISSION

Executed in 17 Counterparts
of which this is No. 3

SATISFACTION AND BILL OF SALE

WHEREAS, Pullman Incorporated (Pullman-Standard Division (hereinafter referred to as the "Builder") and St. Louis-San Francisco Railway Company, now by merger Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Conditional Sale Agreement (No. 73) dated as of March 1, 1971, as amended, (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit A hereto (hereinafter referred to as the "Equipment");

WHEREAS, the Conditional Sale Agreement was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on February 24, 1971, and assigned Recordation No. 5957. A subsequent amendment to the Conditional Sale Agreement was filed with the Interstate Commerce Commission on June 17, 1971, and assigned Recordation No. 5957-A;

WHEREAS, the Builder thereafter assigned its rights under the Conditional Sale Agreement and its right, title, and interest to the Equipment to The Boatmen's National Bank of St. Louis (hereinafter referred to as the "Agent"), pursuant to an Agreement and Assignment dated as of March 1, 1971, between the Builder and Agent and said Agreement and Assignment was filed with the Interstate Commerce Commission on June 17, 1971, and assigned Recordation No. 5957-B. Subsequent amendments to the Conditional Sale Agreement were filed with the Interstate Commerce Commission on February 6, 1975. (Recordation No. 5957-C), and on February 26, 1980 (Recordation No. 5957-D); and

WHEREAS, The Darby Products of Steel Plate Corporation (hereinafter referred to as the "Builder") and St. Louis-San Francisco Railway Company, now by merger Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Conditional Sale Agreement (No. 74) dated as of March 1, 1971, as amended, (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit B hereto (hereinafter referred to as the "Equipment");

WHEREAS, the Conditional Sale Agreement was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on April 12, 1971, and assigned Recordation No. 6104. A subsequent amendment to the Conditional Sale Agreement was filed with the Interstate Commerce Commission on June 21, 1971, and assigned Recordation No. 6104-A;

WHEREAS, the Builder thereafter assigned its rights under the Conditional Sale Agreement and its right, title, and interest to the Equipment to The Boatmen's National Bank of St. Louis (hereinafter referred to as the "Agent"), pursuant to an Agreement and Assignment dated as of March 1, 1971, between the Builder and Agent and said Agreement and Assignment was filed with the Interstate Commerce Commission on June 21, 1971, and assigned Recordation No. 6104-B.

WHEREAS, ACF Industries, Incorporated (hereinafter referred to as the "Builder"), and St. Louis-San Francisco Railway Company, now by merger Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Conditional Sale Agreement (No. 76) dated as of March 1, 1971,

(hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit C 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 Boatmen's National Bank of St. Louis (hereinafter referred to as the "Agent") pursuant to an Agreement and Assignment dated as of March 1, 1971, between the Builder and the Agent; and said Agreement and Assignment was filed on May 17, 1971, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 6156; and

WHEREAS, the Thrall Car Manufacturing Company (hereinafter referred to as the "Builder"), and St. Louis-San Francisco Railway Company, now by merger Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Conditional Sale Agreement (No. 77) dated as of March 1, 1971, (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit D 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 Boatmen's National Bank of St. Louis (hereinafter referred to as the "Agent") pursuant to an Agreement and Assignment dated as of March 1, 1971, between the Builder and the Agent; and said Agreement and Assignment was filed on May 24, 1971, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 6160; 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 Exhibits A, B, C, and D, 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 Boatmen's National Bank of St. Louis, 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 17th day of November, 1988.

THE BOATMEN'S NATIONAL BANK OF
ST. LOUIS

By: *[Signature]*

ATTEST:

[Signature]

STATE OF MISSOURI)
) ss.
CITY OF ST. LOUIS)

On this 17th day of November, 1988, before me personally appeared Calvin C. Cole, to me personally known, who, being by me duly sworn, says that he/she is a VICE-PRESIDENT of The Boatmen's National Bank of St. Louis, 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.

Joy Marie Lincoln
Notary Public

My Commission Expires:
OCT 16 1990

JOY MARIE LINCOLN
NOTARY PUBLIC - STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES OCT. 16, 1990

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>SLSF No.</u>
2	Cabooses	1724 (BN 11698), 1735 (BN 11710)
172	Covered Hoppers	79300-79302, 79303 (BN 439003), 79304, 79305, 79307, 79309-79313, 79315-79324, 79326 (BN 439026), 79327-79330, 79331 (BN 439031), 79332-79334, 79335 (BN 439035), 79337-79340, 79342-79344, 79347 (BN 439047), 79348, 79349-79351 (BN 439049-BN 439051), 79352- 79356, 79357 (BN 439057), 79359, 79360, 79361 (BN 439061), 79362, 79363 (BN 439063), 79364-79368, 79370-79373, 79375-79383, 79386- 79389, 79391, 79392, 79393 (BN 439093), 79394-79409, 79411- 79415, 79416 (BN 439116), 79418- 79424, 79425 (BN 439125), 79426, 79429 (BN 439129), 79432, 79433, 79435, 79437-79442, 79443 (BN 439143), 79444-79447, 79449- 79452, 79453 (BN 439153), 79454- 79463, 79466, 79467 (BN 439167), 79468-79475, 79477-79484, 79486- 79493, 79495-79499

EXHIBIT B

Page 1 of 2

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>SLSF No.</u>
194	Gondolas	65750-65754, 65755 (BN 563255), 65756, 65757, 65758 (BN 580389), 65759-65762, 65763 (BN 563263), 65764, 65765 (BN 563265), 65766, 65767, 65768 (BN 563268), 65769, 65771 (BN 563271), 65772, 65773 (BN 563273), 65774-65784, 65785 (BN 563285), 65786, 65787 (BN 563287), 65788-65790, 65791 (BN 580388), 65792-65794, 65795 (BN 563295), 65796 (BN 563296), 65797 (BN 563297), 65798-65802, 65803 (BN 580380), 65804 (BN 563304), 65805-65810, 65811 (BN 580387), 65812, 65813, 65814 (BN 563314), 65815-65828, 65829 (BN 580391), 65830-65832, 65833 (BN 563333), 65834 (BN 563334), 65835- 65837, 65838 (BN 563338), 65839 (BN 563339), 65840, 65841, 65842 (BN 580390), 65843 (BN 580384), 65844, 65845 (BN 580383), 65846-65853, 65854 (BN 580394), 65855, 65856, 65857 (BN 563357), 65858 (BN 563358), 65859, 65860 (BN 580385), 65861, 65862 (BN 563362), 65863, 65864 (BN 563364), 65865-65870, 65871 (BN 563371), 65872 (BN 563372), 65873-65875, 65876 (BN 563376), 65877-65879, 65881, 65882, 65884, 65885 (BN 563385), 65886, 65887, 65888 (BN 563388), 65889-65891, 65892 (BN 563392), 65893 (BN 563393), 65894, 65895, 65896 (BN 563396), 65897-65899, 65900 (BN 563400), 65901 (BN 563401), 65902, 65904, 65905 (BN 563405), 65906, 65907, 65908 (BN 580393), 65909 (BN 563409), 65910 (BN 563410), 65911-65917, 65918 (BN 580386), 65919 (BN 563419), 65920, 65922, 65923-65925 (BN 563423-BN 563425), 65926, 65927 (BN 563427), 65928,

EXHIBIT B

Page 2 of 2

<u>No. of Units</u>	<u>Description</u>	<u>SLSF No.</u>
	Gondolas (Cont.)	65929 (BN 563429), 65930, 65931, 65932 (BN 563432), 65933 (BN 563433), 65934, 65935 (BN 580382), 65936 (BN 580392), 65937 (BN 563437), 65938 (BN 563438), 65939 (BN 580381), 65940, 65941, 65942 (BN 563442), 65944, 65945 (BN 563445), 65946, 65947 (BN 563447), 65948, 65949

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>SLSF No.</u>
77	Box Cars	6842, 6843, 6844 (BN 730844), 6846 (BN 730846), 6847, 6848 (BN 730848), 6849, 6853-6855 (BN 730853-BN 730855), 6856, 6857 (BN 730857), 6859-6862 (BN 730859- BN 730862), 6863 (BN 330863), 6864 (BN 730864), 6865, 6866, 6870, 6872 (BN 730872), 6873, 6875 (BN 730875), 6876, 6877, 6881-6883 (BN 730881-730883), 6884, 6886, 6887, 6888 (BN 730888), 6889, 6890 (BN 330890), 6891, 6892, 6893 (BN 730893), 6894, 6895 (BN 730895), 6896, 6897, 6898 (BN 730898), 6900 (BN 730900), 6903-6912 (BN 730903-BN 730912), 6948, 6950-6952 (BN 730950-BN 730952), 6953, 6954 (BN 730954), 6955 (BN 730955), 6958, 6959 (BN 730959), 6960, 6961 (BN 730961), 6963-6966 (BN 730963-730966), 6968, 6969-6973 (BN 730969-BN 730973), 6975 (BN 730975), 6976

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>SLSF No.</u>
39	Open Top Hopper Cars	97000-97019, 97020 (BN 95820), 97021-97025 97027-97039