



**BURLINGTON NORTHERN RAILROAD**

LAW DEPARTMENT

RECORDATION NO. **7032-E** FILED 1989

3800 Continental Plaza  
777 Main Street  
Ft. Worth, Texas 76102  
(817) 878-2385

**FEB 1 1989 3 35 PM**

Docket No. F 71800

FEDERAL EXPRESS

**INTERSTATE COMMERCE COMMISSION**

January 31, 1989

**9-032A154**

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 to St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement, Dated as of May 1, 1973

Dear Ms. Lee:

I am enclosing two certified true copies 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, dated September 6, 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), dated as of May 1, 1973, is conveyed to Burlington Northern Railroad Company.

The Conditional Sale Agreement, the primary document to which the Bill of Sale is connected, was recorded with the Interstate Commerce Commission on May 23, 1973, and assigned Recordation No. 7032.

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

- Agent: The Boatmen's National Bank of St. Louis  
100 North Broadway  
St. Louis, Missouri 63102
- Owner: Burlington Northern Railroad Company  
3800 Continental Plaza  
777 Main Street  
Fort Worth, Texas 76102

Ms. Mildred Lee, Recordations  
January 31, 1989  
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A general description of the equipment covered by the enclosed Bill of Sale is as follows: one Model U30B 3000 H.P. diesel-electric locomotive.

A fee of \$13.00 is enclosed for recording the Bill of Sale. Please return 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, dated September 6, 1988, to the St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement (ICC Recordation No. 7032, May 23, 1973), conveying the equipment described as follows: one Model U30B 3000 H.P. diesel-electric locomotive.

Very truly yours,



Rebecca R. Martin  
Legal Assistant

RRM/ae,7  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Rebecca R. Martin  
Burlington Northern Railroad  
3800 Continental Plaza  
777 Main Street  
Ft. Worth, Texas 76102

Dear Ms.

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/1/89 at 3:35pm, and assigned recordation number(s). 7032-E, 7032-F, 7059-B &7059-C

Sincerely yours,

*Neville L. McGee*

Secretary

Enclosure(s)

7032-E  
RECORDED IN FILE 185

VERIFICATION

FEB 1 1989 3 35 PM

INTERSTATE COMMERCE COMMISSION

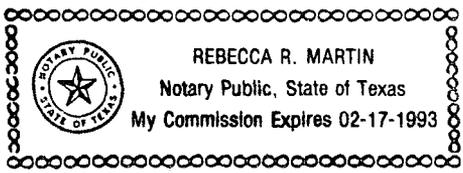
STATE OF TEXAS            )  
                                  )        ss.  
COUNTY OF TARRANT    )

Francis T. Kelly, SEC Counsel, Burlington Northern Railroad Company, being duly sworn, deposes and states that he has compared the attached copy with the original document and has found the copy to be complete and identical in all respects to the original document.

*Francis T. Kelly*  
\_\_\_\_\_  
Francis T. Kelly

Subscribed and sworn to before me  
this 31st day of January, 1989.

*Rebecca R. Martin*  
\_\_\_\_\_  
Notary Public in and for  
the State of Texas



BILL OF SALE

IN CONSIDERATION OF the receipt of the sum of One Dollar (\$1.00), and for other good and valuable consideration, Trust Company for USL, Inc., as Trustee under a Trust Agreement dated as of May 1, 1973, an Illinois corporation having a place of business at 615 Battery Street, San Francisco, California 94111 ("Seller"), does hereby sell, assign, transfer and convey absolutely to Burlington Northern Railroad Company, a Delaware corporation (successor to St. Louis - San Francisco Railway Company), having a place of business at 9401 Indian Creek Parkway, Overland Park, Kansas 66201-9136 ("Purchaser"), all right, title and interest of Seller in and to one Model U30B 3000 H.P. diesel-electric locomotive, such locomotive having been declared a casualty by Burlington Northern Railroad and bearing Original Road No. SLSF 848 which number was changed to BN 5786. Seller is the lawful owner of the Locomotive, has good and marketable title to the Locomotive, and title to the Locomotive is transferred to Purchaser free and clear of all liens, claims, security interests and encumbrances of any person whatsoever, other than those created by, through, or under Purchaser, as lessee, with respect to the Locomotive. The Locomotive is sold "AS IS and WHERE IS," and SELLER DISCLAIMS ANY EXPRESS OR IMPLIED WARRANTY OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, DESIGN OR CONDITION, OR AS TO THE QUALITY OF MATERIALS IN, THE LOCOMOTIVE.

TO HAVE AND TO HOLD the Locomotives unto the Purchaser, its successors and assigns, for its and their own use, forever.

Dated this 6th day of SEPTEMBER, 1988.

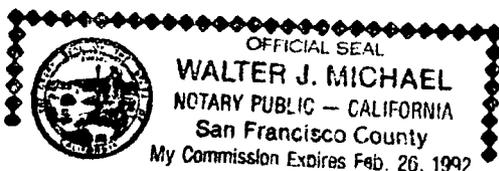
TRUST COMPANY FOR USL, INC.,  
as Trustee

By Desa Wakenan

Its PRESIDENT

STATE OF CALIFORNIA ) ss  
CITY AND COUNTY OF SAN FRANCISCO )

On this 6th day of September, 1988, before me personally appeared Desa Wakenan, to me personally known, who being by me duly sworn says that such person is President of Trust Company for USL, Inc., that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Walter J. Michael  
Notary Public