

**BURLINGTON NORTHERN INC.**

9/25/84  
10.00

September 20, 1984

ICC Washington, D.C.

RECORDATION NO. 7247-B Filed 1425

SEP 25 1984 10 15 AM  
INTERSTATE COMMERCE COMMISSION

James H. Bayne, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Secretary Bayne:

Enclosed for filing pursuant to Section 11303 of the Interstate Commerce Act are three counterparts of the Bill of Sale by which all right, title and interest in and to the presently existing equipment covered by the Burlington Northern Inc. Conditional Sale Agreement dated October 15, 1973 is conveyed to Burlington Northern Railroad Company.

The Agreement constituting the above Conditional Sale Agreement was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned recordation numbers as follows:

Burlington Northern Inc. Conditional Sale Agreement dated as of October 15, 1973 with PORTEC, Inc. as builder was recorded with the Interstate Commerce Commission on November 26, 1973 - ICC Recordation No. 7247.

A general description of the equipment covered by the enclosed Bill of Sale is described in Schedule "A" of said document.

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

American National Bank & Trust Co.  
7th & Robert Sts.  
St. Paul, MN 55101

Burlington Northern Railroad Company  
3800 Continental Plaza  
777 Main Street  
Ft. Worth, TX 76102

The \$10.00 recordation fee for your services is enclosed.

*James H. Bayne*

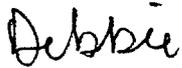
*James H. Bayne*

Letter to Secretary Bayne  
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Please stamp the enclosed copy of this letter and two counterparts of the agreement with the recordation data of the Commission and return it to the bearer of this letter:

Mr. Greg Rhoads  
Kunkel Transportation Services, Inc.  
Pennsylvania Building, Suite 523  
425 - 13th Street, N.W.  
Washington, D.C.

Very truly yours,



Deborah Blucher  
Secretary to the  
Law Department  
(206) 467-3869

Enclosures

DSB:db

9/25/84

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

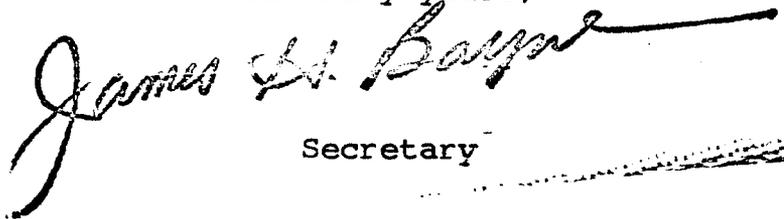
**OFFICE OF THE SECRETARY**

Deborah Blucher, Sec.                     )  
Burlington Northern, Inc.  
999 Third Ave.  
Seattle, Washin gton 98104-4097

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 9/25/84 at 10:15am and assigned re-  
recording number (s). 7247-B

Sincerely yours,

  
Secretary

Enclosure (s)

RECORDATION NO. 7247-B  
Filed 1425

SEP 25 1984 10 15 AM

INTERSTATE COMMERCE COMMISSION

Executed in 5 counterparts of  
which this is counterpart No. 02

BILL OF SALE

WHEREAS, PORTEC, Inc. (Paragon Division), hereinafter called the "Builder" and Burlington Northern Inc. (now Burlington Northern Railroad Company), hereinafter called the "Railroad", have entered into a Conditional Sale Agreement dated as of October 15, 1973, hereinafter called the "Agreement", covering the railroad equipment described in Schedule A hereto, hereinafter called the "Equipment"; and all right, title and interest of the Builder in and to the Agreement was assigned to American National Bank & Trust Co., hereinafter called the "Agent", pursuant to Agreement and Assignment dated as of October 15, 1973, between the Builder and the Agent; and said Agreement and assignment was filed on November 26, 1973 as No. 7247 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act;

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 Agreement does hereby (a) acknowledge that

the Agreement has been satisfied in full and (b) sell, assign and transfer to the Railroad all its title and property interest in the Equipment described in Schedule A, free of all liens and encumbrances created or retained by the Agreements.

This 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, American National Bank & Trust Co., the Agent, as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto duly affixed and attested by its officers thereunto duly authorized this 14<sup>th</sup> day of September, 1984.

AMERICAN NATIONAL BANK & TRUST CO.

By Robert R. R. R., V.P.

ATTEST:

C. E. Sewell

STATE OF Minnesota )  
COUNTY OF Ramsey ) ss

On this 18<sup>th</sup> day of September, 1984, before me personally appeared Sabrina Stein, to me personally known, who being by me duly sworn, says that he is a Vice President of American National Bank & Trust Co., 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

XX  
DEBORIS M. VOGEL  
NOTARY PUBLIC - MINNESOTA  
RAMSEY COUNTY  
My Commission Expires May 24, 1986  
XX

Deboris M Vogel

(NOTARIAL SEAL)

SCHEDULE A

Burlington Northern Inc. Conditional Sale Agreement dated  
October 15, 1973

Equipment List

<u>Number</u>	<u>Description</u>	<u>Series</u>
67	Tri-level Auto Racks	BN 1139-1170, 1172-1206
31	Bi-level Auto Racks	BN 2037-2050, 2052-2061, 2063-2067