



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

SEP 27 4 05 PM '90
3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2385
Docket No. BN 5564

FEDERAL EXPRESS

0-270A039

7815-13
RECORDATION NO. FILED 1425

September 24, 1990

SEP 27 1990 - 4 10 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 Fort Worth and Denver Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement and Related Agreement and Assignment

Dear Ms. Lee:

I am enclosing two 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 August 31, 1990, by which all right, title and interest in and to the existing equipment covered by the Fort Worth and Denver Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement dated as of November 15, 1974, 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 31, 1975, and assigned Recordation No. 7815.

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

Ms. Mildred Lee, Recordations

September 24, 1990

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Agent: Team Bank
500 Throckmorton Street
Fort Worth, Texas 76102

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 A of said document.

A fee of \$15.00 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 August 31, 1990, to the Fort Worth and Denver Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement (ICC Recordation No. 7815, January 31, 1975), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin
Legal Assistant

RRM/tmh/FINA0181.DOC

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

9/28/90

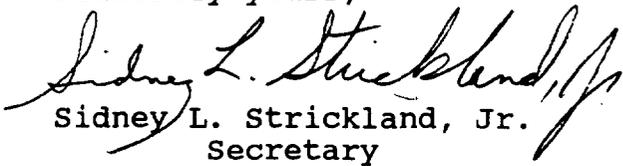
OFFICE OF THE SECRETARY

Rebecca R. 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 9/27/90 at 4:10pm , and assigned recordation number(s). 7615-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

7815-B
RECORDATION NO. 7815

SEP 27 1990 -4 10 PM

INTERSTATE COMMERCE COMMISSION

Executed in 5 Counterparts
of which this is No. 5

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, ACF Industries, Incorporated (the "Builder") and Fort Worth and Denver Railway Company, now by merger Burlington Northern Railroad Company (the "Railroad"), have entered into a Conditional Sale Agreement dated as of November 15, 1974, (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 Team Bank (formerly Fort Worth National Bank) (the "Agent") pursuant to an Agreement and Assignment dated as of November 15, 1974, between the Builder and the Agent; and said Agreement and Assignment was filed on January 31, 1975, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 7815; 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 Agreement and the Railroad has performed all obligations therein contained.

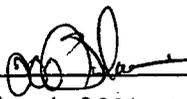
NOW THEREFORE, the Agent, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full; (b) sell, assign, convey, and transfer to the Railroad all its right,

title, and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, 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 Agreement.

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, Team Bank, the 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 31st day of August, 1990.

TEAM BANK

By: 
Trust Officer

ATTEST:


Trust Officer

<u>No. of Units</u>	<u>Description</u>	<u>Road Nos.</u>
193	Covered Hopper Cars	<u>FWD Series:</u> 459350 (BN 481540), 459351-459356, 459357 (BN 481536), 459358-459367, 459368 (BN 481546), 459369-459372, 459373 (BN 481535), 459374-459380, 459381 (BN 481537), 459382 (BN 481519), 459383 (BN 459383), 459384, 459385, 459386 (BN 459386), 459387, 459388 (BN 481510), 459389-459394, 459396 (BN 459396), 459397, 459398 (BN 481509), 459399, 459400 (BN 481517), 459401-459409, 459410 (BN 459410), 459411 (BN 459411), 459412-459417, 459418 (BN 459418), 459420, 459421 (BN 459421), 459422- 459429, 459430 (BN 459430), 459431 (BN 459431), 459432 (BN 481529), 459433, 459434, 459435 (BN 481501), 459436, 459437, 459438 (BN 459438), 459439, 459441-459444, 459445 (BN 459445), 459446-459449, 459450 (BN 459450), 459451-459453, 459454 (BN 481542), 459455-459460, 459461 (BN 481527), 459462, 459463 (BN 459463), 459464-459466, 459467 (BN 481545), 459468-459476, 459477 (BN 459477), 459478-459485, 459487, 459488 (BN 459488), 459489, 459490, 459492-459495, 459496 (BN 459496), 459497-459500, 459501 (BN 481533), 459502, 459503, 459505 (BN 459505), 459506, 459507, 459508 (BN 481526), 459509, 459510, 459511 (BN 459511), 459512 (BN 459512), 459513, 459514, 459515 (BN 459515), 459516-459520, 459521 (BN 481534), 459522, 459523, 459524 (BN 459524), 459525 (BN 459525), 459526-459529, 459530 (BN 481514), 459531, 459532 (BN 481541), 459533 (BN 459533), 459534-459537, 459538 (BN 481521), 459539-459541, 459543, 459544, 459545 (BN 459545), 459546 (BN 481502), 459547, 459548, 459549 (BN 459549)