



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

8097-B

(817) 333-3187
Docket No. F74040

VIA UPS

October 5, 1994

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

Re: **Document for Recordation: Bill of Sale and Release of Security Interest to St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement Dated as of September 15, 1975 and Related Agreement and Assignment**

Dear Ms. Lee:

I am enclosing 2 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 September 26, 1994, by which all right, title and interest in and to the existing equipment covered by the Conditional Sale Agreement Dated as of September 15, 1975 is conveyed to Burlington Northern Railroad Company from The Boatmen's National Bank of St. Louis.

The Conditional Sale Agreement Dated as of September 15, 1975, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on October 31, 1975 and assigned Recordation No. 8097. The related Agreement and Assignment was filed with the Interstate Commerce Commission on October 31, 1975 and assigned Recordation No. 8097-A.

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

Trustee: The Boatmen's National Bank of St. Louis
510 Locust Street
P.O. Box 14768
St. Louis, Missouri 63178

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 Exhibits "A," "B" and "C" of said document.

A check in the amount of \$18.00 is enclosed to cover the fee for recording the Bill of Sale and Release of Security Interest. Please file-stamp and return all counterparts 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 September 26, 1994, to Conditional Sale Agreement Dated as of September 15, 1975 (ICC Recordation No. 8097, October 31, 1975) conveying the equipment described on Exhibits "A," "B" and "C" of said document.

Very truly yours,



James E. Walton
Legal Assistant

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

10/6/94

OFFICE OF THE SECRETARY

James E. Walton-Legal Assistant
Burlington Northern Railroad
3800 Continental Plaza
Ft. Worth, TX. 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 10/6/94 at 12:05PM, and assigned recordation number(s). 8094-B, 8097-B, 8173-C, 8218-B, 8228-A, 8471-C, 8571-D, 8617-D, 9262-D, 9300-B, 10040-D, 11075-B and 11231-C.

Sincerely yours,

Vernon A. Williams
Vernon A. Williams
Acting Secretary

Enclosure(s)

\$ 234.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature *Janice M. Felt*

8097-B
Executed in 7 Counterparts
of which this is No. 2

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, U.S. Railway Mfg. Co. (the "Manufacturer") and St. Louis - San Francisco Railway Company now by merger Burlington Northern Railroad Company (the "Railroad"), have entered into a Conditional Sale Agreement dated as of September 15, 1975, ("Agreement No. 88") covering the railroad equipment described in Exhibit "A" hereto (the "No. 88 Equipment");

WHEREAS, Agreement No. 88 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on October 31, 1975, and assigned Recordation No. 8097;

WHEREAS, the Manufacturer assigned its rights under Agreement No. 88 and its right, security title and interest to the No. 88 Equipment to The Boatmen's National Bank of St. Louis (the "Assignee"), pursuant to an Agreement and Assignment dated as of September 15, 1975, between the Manufacturer and the Assignee; said Agreement and Assignment was filed with the Interstate Commerce Commission on October 31, 1975, and assigned Recordation No. 8097-A;

WHEREAS, the Railroad and the Assignee have entered into a Construction and Conditional Sale Agreement dated as of September 15, 1975, ("Agreement No. 89") covering the railroad equipment described in Exhibit "B" hereto (the "No. 89 Equipment");

WHEREAS, Agreement No. 89 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on October 30, 1975, and assigned Recordation No. 8094;

WHEREAS, notice was given that the road numbers of the No. 89 Equipment had been changed in a Statement of New Road Numbers which was filed with the Interstate Commerce Commission on March 26, 1990 and assigned Recordation No. 8094-A;

WHEREAS, ACF Industries, Incorporated (the "Vendor") and the Railroad have entered into a Conditional Sale Agreement dated as of September 15, 1975, ("Agreement No. 90" hereinafter together with Agreement No. 88 and Agreement No. 89 the "Agreements") covering the railroad equipment described in Exhibit "C" hereto (the "No. 90 Equipment" hereinafter together with the No. 88 Equipment and the No. 89 Equipment the "Equipment");

WHEREAS, Agreement No. 90 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on January 7, 1976, and assigned Recordation No. 8173;

WHEREAS, the Vendor assigned its rights under Agreement No. 90 and its right, security title and interest to the No. 90 Equipment to the Assignee, pursuant to an Agreement and Assignment dated as of September 15, 1975, between the Vendor and the Assignee; said Agreement and Assignment was filed with the Interstate Commerce Commission on January 7, 1976, and assigned Recordation No. 8173-A;

WHEREAS, notice was given that the road numbers of the No. 90 Equipment had been changed in a Statement of New Road Numbers which was filed with the Interstate Commerce Commission on March 26, 1990 and assigned Recordation No. 8173-B;

WHEREAS, the Assignee 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 Assignee does hereby (a) acknowledge that the Agreements have been satisfied in full; (b) sell, assign, convey and transfer to the Railroad all its right, security title and interest in the Equipment; and (c) release any security interest it may have had in the Equipment, to the effect that such Equipment shall be transferred to the Railroad free and clear of all liens, charges, liabilities, claims, security interests and encumbrances, of any person whatsoever, created or retained by the Agreements.

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 HEREOF, Assignee 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 26th day of September, 1994.

The Boatmen's National Bank of St. Louis

By: RC

ATTEST:

AW

STATE OF Missouri
COUNTY OF St. Louis, ss:

On this 26th day of September, 1994, before me personally appeared R. CLASQUIN, to me personally known, who being by me duly sworn, says that (s)he is the Trust Officer 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Joy Marie Lincoln
Notary Public

My commission expires:

Oct. 16, 1994

JOY MARIE LINCOLN
NOTARY PUBLIC—STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES OCT 16, 1994

STEEL CONDOLA CARS, 100-TON CAPACITY (23 TOTAL):

<u>Previous SLSF Number</u>	<u>Current BN Number</u>
69050	576230
69051	
69052	576232
65053 - 65054	
65055 - 65056	576235 - 576236
65057 - 65059	
65062 - 65065	
65066 - 65067	576246 - 576247
65068 - 68069	
65070	576250
65071	
65072	576252
65073	
65074	576254

OPEN TOP HOPPER CARS, 100-TON CAPACITY (49 TOTAL):

Previous SLSF Number

Current BN Number

97040 - 97054

958740 - 958754

97056 - 97089

958756 - 958789

HIGH SIDE BOX CARS, 70-TON CAPACITY (21 TOTAL):

Previous SLSF Number

Current BN Number

11300

218600

11302 - 11306

218602 - 218606

11310 - 11324

218610 - 218624