

0100715001



**BURLINGTON NORTHERN RAILROAD**

LAW DEPARTMENT

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

11567-G

JUL 31 1995 3 55 PM

(817) 333-3187  
Docket No. F77645

VIA UPS

July 21, 1995

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

RECEIVED  
OFFICE OF THE  
SECRETARY  
JUL 31 3 49 PM '95  
LICENSING BRANCH

**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 January 1, 1980 and Agreement and Assignment Dated as of January 1, 1980**

Dear Ms. Lee:

I am enclosing 3 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 July 12, 1995, by which all right, title and interest in and to the existing equipment covered by the Conditional Sale Agreement Dated as of January 1, 1980 is conveyed to Burlington Northern Railroad Company from Mercantile Bank of St. Louis, N.A.

The Conditional Sale Agreement Dated as of January 1, 1980, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on March 7, 1980 and assigned Recordation No. 11567.

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Ms. Mildred Lee  
July 21, 1995  
Page 2

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

Assignee: Mercantile Bank of St. Louis, N.A.  
Corporate Trust Department  
One Mercantile Center, 17th Floor  
St. Louis, Missouri 63101

Owner: Burlington Northern Railroad Company  
3800 Continental Plaza  
777 Main Street  
Fort Worth, Texas 76102

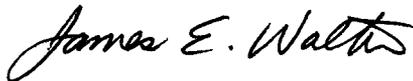
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibits "A" and "B" of said document.

A check in the amount of \$21.00 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 July 12, 1995, to Conditional Sale Agreement Dated as of January 1, 1980 (ICC Recordation No. 11567, March 7, 1980) conveying the equipment described on Exhibits "A" and "B" of said document.

Very truly yours,



James E. Walton  
Legal Assistant

Enclosures



Interstate Commerce Commission  
Washington, D.C. 20423-0001

7/31/95

Office Of The Secretary

James E. Walton-Legal Assistant  
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 7/31/95 at 3:55PM, and assigned recordation number(s). 11567-G.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100715001)

\$ 21.00 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

11567-G  
JUL 31 1995 3 55 PM

Executed in 7 Counterparts  
of which this is No. 2

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, Bethlehem Steel Corporation (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 January 1, 1980, ("Agreement No. 102") covering the railroad equipment described in Exhibit "A" hereto (the "No. 102 Equipment");

WHEREAS, Agreement No. 102 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on March 7, 1980, and assigned Recordation No. 11567;

WHEREAS, the Manufacturer assigned its rights under Agreement No. 102 and its right, security title and interest to the No. 102 Equipment to Manufacturers Bank & Trust Co. of St. Louis now Mercantile Bank (the "Assignee"), pursuant to an Agreement and Assignment dated as of January 1, 1980, between the Manufacturer and Assignee; said Agreement and Assignment was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on March 7, 1980, and assigned Recordation No. 11567-A;

WHEREAS, the Assignee and the Railroad have entered into a Construction and Conditional Sale Agreement dated as of January 1, 1980, ("Agreement No. 103" and hereinafter together with Agreement No. 102 the "Agreements") covering the railroad equipment described

in Exhibit "B" hereto (the "No. 103 Equipment" and hereinafter together with the No. 102 Equipment the "Equipment");

WHEREAS, Agreement No. 103 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on March 7, 1980, and assigned Recordation No. 11567-B;

WHEREAS, from time to time, notice was given that the road numbers of the Equipment had been changed in Statements of New Road Numbers, the last of which was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on June 23, 1993 and assigned Recordation No. 11567-F;

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.

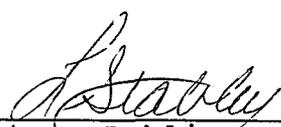
This Bill of Sale and Release of Security Interest is



STATE OF MISSOURI  
COUNTY OF ST. LOUIS, ss:

On this 12 day of July, 1995, before me personally appeared WILLIAM A. JOHNSON, to me personally known, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of Mercantile Bank <sup>of St Louis N.A.</sup>, 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)

  
\_\_\_\_\_  
Notary Public

My commission expires:  
\_\_\_\_\_

L. STABLEY  
Notary Public—Notary Seal  
STATE OF MISSOURI  
St. Louis City  
My Commission Expires: Feb. 7, 1997

OPEN TOP HOPPER CARS, 100-TON CAPACITY (64 TOTAL):

Previous SLSF Number

Current BN Number

97100 - 97105

958800 - 958805

97107 - 97164

958807 - 958864

COVERED HOPPER CARS, 100-TON CAPACITY (213 TOTAL):

| <u>Previous SLSF Number</u> | <u>Current BN Number</u> |
|-----------------------------|--------------------------|
| 78750                       |                          |
| 78751                       | 462501                   |
| 78752 - 78754               |                          |
| 78755                       | 462505                   |
| 78756 - 78757               |                          |
| 78758 - 78759               | 462508 - 462509          |
| 78760 - 78761               |                          |
| 78762                       | 462512                   |
| 78763 - 78766               |                          |
| 78767 - 78768               | 462517 - 462518          |
| 78769 - 78772               |                          |
| 78774                       |                          |
| 78775                       | 462525                   |
| 78776 - 78777               |                          |
| 78779                       | 462529                   |
| 78780 - 78788               |                          |
| 78789                       | 462539                   |
| 78790                       |                          |
| 78791                       | 462541                   |
| 78792 - 78793               |                          |
| 78794 - 78795               | 462544 - 462545          |
| 78796                       |                          |
| 78797                       | 462547                   |
| 78798 - 78800               |                          |
| 78801                       | 462551                   |
| 78802 - 78805               |                          |
| 78807                       |                          |
| 78808                       | 462558                   |
| 78809                       |                          |
| 78810                       | 462560                   |
| 78811 - 78816               |                          |
| 78817 - 78818               | 462567 - 462568          |
| 78819                       |                          |
| 78820 - 78821               | 462570 - 462571          |
| 78822                       |                          |
| 78823                       | 462573                   |
| 78824 - 78825               |                          |
| 78826                       | 462576                   |
| 78827 - 78828               |                          |
| 78830                       |                          |
| 78832 - 78833               |                          |
| 78834                       | 462584                   |
| 78835 - 78840               |                          |
| 78841                       | 462591                   |
| 78842                       |                          |
| 78843                       | 462593                   |

Previous SLSF Number

Current BN Number

|               |                 |
|---------------|-----------------|
| 78844 - 78845 |                 |
| 78847 - 78848 |                 |
| 78849 - 78850 | 462599 - 462600 |
| 78851         |                 |
| 78853 - 78859 |                 |
| 78860         | 462610          |
| 78861         |                 |
| 78862         | 462612          |
| 78863 - 78864 |                 |
| 78865         | 462615          |
| 78866 - 78868 |                 |
| 78869         | 462619          |
| 78870         |                 |
| 78871         | 462621          |
| 78872 - 78875 |                 |
| 78877 - 78880 | 462627 - 462630 |
| 78881 - 78882 |                 |
| 78883 - 78890 | 462633 - 462640 |
| 78891 - 78895 |                 |
| 78896 - 78898 | 462646 - 462648 |
| 78900         |                 |
| 78901         | 462651          |
| 78902 - 78904 |                 |
| 78905         | 462655          |
| 78907 - 78908 | 462657 - 462658 |
| 78909         |                 |
| 78910 - 78911 | 462660 - 462661 |
| 78912         |                 |
| 78913         | 462663          |
| 78914         |                 |
| 78915 - 78918 | 462665 - 462668 |
| 78920         |                 |
| 78921         | 462671          |
| 78922 - 78926 |                 |
| 78927 - 78929 | 462677 - 462679 |
| 78930 - 78931 |                 |
| 78932 - 78935 | 462682 - 462685 |
| 78936 - 78941 |                 |
| 78942         | 462692          |
| 78943 - 78944 |                 |
| 78945         | 462695          |
| 78946         |                 |
| 78947         | 462697          |
| 78948 - 78949 |                 |
| 78950         | 462700          |
| 78951         |                 |
| 78952         | 462702          |
| 78954 - 78958 |                 |

Previous SLSF Number

Current BN Number

78959 - 78960  
78961  
78962 - 78963  
78964 - 78965  
78966  
78967 - 78969  
78970 - 78971  
78972 - 78973  
78974

462709 - 462710  
462712 - 462713  
462716  
462720 - 462721  
462724