



BURLINGTON NORTHERN RAILROAD

0-221A001

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2385
Docket No. F 73707

RECORDATION NO. 7971 FILED 1425

FEDERAL EXPRESS

AUG 9 1990 - 1 05 PM

August 8, 1990

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 to St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Equipment Lease Agreement, Dated as of June 9, 1975

Dear Ms. Lee:

I am enclosing an original and one verified copy 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 July 23, 1990, 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) Equipment Lease Agreement, dated as of June 9, 1975, is conveyed to Burlington Northern Railroad Company.

The primary document to which the Bill of Sale is connected, was recorded with the Interstate Commerce Commission on June 23, 1975, and assigned Recordation No. 7971.

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

Seller: LB Credit Corporation
101 California Street, Ste. 2800
San Francisco, California 94111

NOTICE
AUG 9 12 57 PM '90

Ms. Mildred Lee
August 8, 1990
Page 2

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

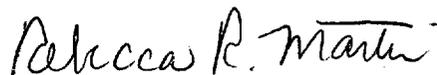
A general description of the equipment covered by the enclosed Bill of Sale is shown on Equipment Lease Schedules 001 and 002 to the Equipment Lease Agreement (two American Hoist and Derrick Company diesel electric locomotive cranes, BN 975321 (Schedule 001) and BN 975320 (Schedule 2)).

A fee of \$15.00 is enclosed for recording the Bill of Sale. 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, dated July 23, 1990, to the St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Equipment Lease Agreement (ICC Recordation No. 7971, June 23, 1975), conveying the equipment described on Equipment Lease Schedules 001 and 002 to the Equipment Lease Agreement (two American Hoist and Derrick Company diesel electric locomotive cranes, BN 975321 (Schedule 001) and BN 975320 (Schedule 002)).

Very truly yours,



Rebecca R. Martin
Legal Assistant

rrm/FINA0121.DOC

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/9/90

OFFICE OF THE SECRETARY

Rebecca R. Martin

Legal Assistant

Burlington Northern Railroad

3800 Continental Plaza

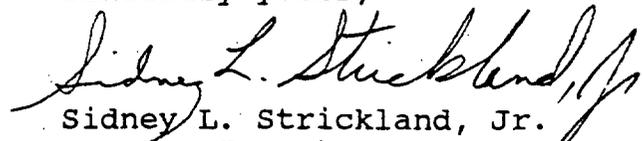
777 Main Street

Ft Worth Texas 76102

Dear Ms. Martin:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/9/90 at 1:05pm, and assigned recordation number(s). 7971-D

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

VERIFICATION

REGISTRATION NO. 2976 FILED 1625
AUG 9 1990 -1 05 PM
INTERSTATE COMMERCE COMMISSION

STATE OF TEXAS)
) ss.
COUNTY OF TARRANT)

Francis T. Kelly, Securities and Finance 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.

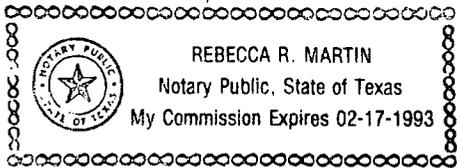
Francis T. Kelly

Francis T. Kelly

Subscribed and sworn to before me
this 8th day of August, 1990.

Rebecca R. Martin

Notary Public in and for
the State of Texas



LB CREDIT CORPORATION

BILL OF SALE

RECORDATION NO. 7971-2 FILED 1990

AUG 9 1990 - 1 05 PM

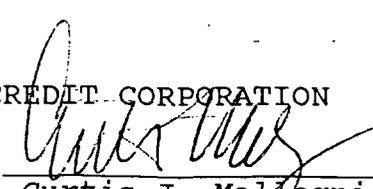
INTERSTATE COMMERCE COMMISSION

LB CREDIT CORPORATION (hereinafter called "Seller") in consideration of the sum of ONE HUNDRED, SEVEN THOUSAND DOLLARS AND NO CENTS (\$107,000.00) PLUS \$7,490.00 SALES TAX, the receipt of which is hereby acknowledged, hereby sells, transfers and assigns to BURLINGTON NORTHERN RAILROAD hereinafter called "Buyer"), its right, title and interest in and to the personal property covered by Equipment Lease Schedule 001 & 002 to that certain Equipment Lease Agreement No. 3500311, to have and to hold the same unto the said Buyer, its legal representatives and assigns forever.

Said property is sold AS IS, WHERE IS, without any covenant or warranty, expressed or implied, of any nature whatsoever. Seller warrants that said personal property is free and clear of liens and encumbrances created by Seller, and Seller warrants that it has full authority to execute this Bill of Sale and to deliver to Buyer the personal property covered hereunder. By acceptance of said property transferred hereunder, Buyer agrees to pay all sales and use taxes payable in connection with this sale, and any unpaid property taxes heretofore assessed or levied against said property.

IN WITNESS WHEREOF, Seller has executed this Bill of Sale on the 23rd day of July, 19 90.

LB CREDIT CORPORATION

By: 

Curtis J. Mallegni
Vice President

GENERAL ACKNOWLEDGMENT

State of California
County of San Francisco } ss.

On this the 23rd day of July, 1990, before me,

Sharon A. Kelly

the undersigned Notary Public, personally appeared

Curtis J. Mallegni

personally known to me

proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is subscribed to the within instrument, and acknowledged that he executed it.

WITNESS my hand and official seal.

Sharon A. Kelly
Notary's Signature



ATTENTION NOTARY: Although the information requested below is OPTIONAL, it could prevent fraudulent attachment of this certificate to another document.

THIS CERTIFICATE
MUST BE ATTACHED
TO THE DOCUMENT
DESCRIBED AT RIGHT:

Title or Type of Document Bill of Sale

Number of Pages 1 Date of Document 7/23/90

Signer(s) Other Than Named Above NONE