BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

(817) 333-3187
Docket No. F74977

VIA UPS

RECORDATION NO. 8571-D FILED 1425
OCT 6 1994 12 05 PM
INTERSTATE COMMERCE COMMISSION

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 November 15, 1976 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 November 15, 1976 is conveyed to Burlington Northern Railroad Company from The Boatmen's National Bank of St. Louis.

The Conditional Sale Agreement Dated as of November 15, 1976, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on November 16, 1976 and assigned Recordation No. 8571. This Conditional Sale Agreement Dated as of November 15, 1976, was amended by another Conditional Sale Agreement Dated as of November 15, 1976. This Amended Conditional Sale Agreement was recorded with the Interstate Commerce Commission on December 17, 1976 and assigned Recordation No. 8571-A. The related Agreement and Assignment was filed simultaneously with the

Amended Conditional Sale Agreement with the Interstate Commerce Commission on December 17, 1976 and therefore also assigned Recordation No. 8571-A.

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" and "B" 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 November 15, 1976 (ICC Recordation No. 8571, November 16, 1976) conveying the equipment described on Exhibits "A" and "B" of said document.

Very truly yours,

James E. Walton

James E. Walton
Legal Assistant

Enclosures

8571-D

Executed in 7 Counterparts
of which this is No. 2

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, General Motors Corporation (Electro-Motive Division) and PORTEC, INC. (Paragon Division) (collectively the "Manufacturers" and individually a "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 November 15, 1976, ("Previous Agreement No. 95") covering certain railroad equipment.

WHEREAS, the Previous Agreement No. 95 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on November 16, 1976, and assigned Recordation No. 8571;

WHEREAS, the Railroad and the Manufacturers have entered into a Conditional Sale Agreement dated as of November 15, 1976, ("No. 95 Agreement") thereby amending the Previous Agreement No. 95 and covering the railroad equipment described in Exhibit "A" hereto (the "No. 95 Equipment"); said Conditional Sale Agreement was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on December 17, 1976, and assigned Recordation No. 8571-A;

WHEREAS, the Manufacturers assigned their rights under Agreement No. 95 and their right, security title and interest to the No. 95 Equipment to The Boatmen's National Bank of St. Louis

(the "Assignee"), pursuant to an Agreement and Assignment dated as of November 15, 1976, between the Manufacturers and Assignee; said Agreement and Assignment was filed simultaneously with Agreement No. 95 with the Interstate Commerce Commission on December 17, 1976, and therefore also assigned Recordation No. 8571-A;

WHEREAS, the Railroad and the Assignee have amended Agreement No. 95 by executing an Amendment dated as of September 1, 1977; said Amendment was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on December 23, 1977, and assigned Recordation No. 8571-B;

WHEREAS, notice was given that the road numbers of the No. 95 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. 8571-C;

WHEREAS, the Railroad and the Assignee have entered into a Construction and Conditional Sale Agreement dated as of November 15, 1976, ("Agreement No. 96" hereinafter together with Agreement No. 95 the "Agreements") covering the railroad equipment described in Exhibit "B" hereto (the "No. 96 Equipment" hereinafter together with the No. 95 Equipment the "Equipment");

WHEREAS, Agreement No. 96 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on December 16, 1976, and assigned Recordation No. 8617;

WHEREAS, the Railroad and the Assignee have amended Agreement No. 96 by executing an Amendment dated as of September 1, 1977,

said Amendment was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on December 23, 1977, and assigned Recordation No. 8617-A;

WHEREAS, from time to time, notice was given that the road numbers of the No. 96 Equipment had been changed in Statements of New Road Numbers which were filed with the Interstate Commerce Commission, the last of which was filed on February 12, 1991 and assigned Recordation No. 8617-C;

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 as amended, and the Railroad has performed all obligations therein contained.

NOW THEREFORE, the Assignee does hereby (a) acknowledge that the Agreements as amended 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 as amended.

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, the 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: _____

ATTEST:

_____

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—STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES OCT. 16, 1994

Joy Marie Lincoln
Notary Public

My commission expires:

Oct 16, 1994

DIESEL-ELECTRIC LOCOMOTIVES (20 TOTAL):

Previous SLSF Number	Current BN Number
459	2314
460	2601
461 - 478	2316 - 2333

AUTO RACKS (10 TOTAL):

Previous SLSF Number	Current BN Number
R-71 - R-80	

OPEN TOP HOPPER CARS, 100-TON CAPACITY (193 TOTAL):

Previous SLSF Number	Current BN Number
88200	541100
88201	
88202	541102
88203	541103
88204	541104
88205	541105
88206	551517
88207	541107
88208	551469
88209	551115
88210	541110
88211	551263
88212	541112
88213	551237
88214	551114
88215	551278
88216	541116
88217	541117
88218	551131
88219	551148
88220	551492
88221	541121
88222	551516
88223	551166
88224	551117
88225	551337
88226	541126
88227	541127
88228	551150
88229	541129
88230	541130
88231	541131
88233	551383
88234	551134
88235	541135
88236	551060
88237	541137
88238	551206
88239	551145
88240	541140
88242	541142
88243	551194
88244	541144
88245	541145
88246	551200
88248	541148

Previous SLSF Number	Current BN Number
88249	551078
88250	551397
88251	541151
88252	541152
88253	541153
88254	541154
88255	541155
88256	541156
88257	541157
88258	541158
88259	541159
88260	551157
88261	541161
88262	551282
88263	541163
88264	
88265	541165
88266	541166
88267	541167
88268	541168
88269	551171
88270	541170
88271	
88272	541172
88273	541173
88274	551179
88275	551396
88276	541176
88277	541177
88278	541178
88279	541179
88280	551048
88281	541181
88282	541182
88283	551178
88284	
88285	541185
88286	541186
88287	551154
88288	551191
88289	541189
88290	551507
88291	541191
88292	541192
88293	541193
88294	541194
88295	541195
88296	551474
88297	551280

Previous SLSF Number	Current BN Number
88298	541198
88299	541199
88300	541200
88301	541201
88302	541202
88303	541203
88305	551244
88306	551377
88307	541207
88308	541208
88309	541209
88310	551361
88312	551470
88313	541213
88314	541214
88315	541215
88316	551228
88317	551449
88318	541218
88319	541219
88320	551275
88321	541221
88322	
88323	541223
88324	541224
88325	551172
88326	541226
88327	541227
88328	541228
88329	541229
88330	551473
88331	541231
88332	541232
88333	551382
88334	541234
88335	541235
88336	541236
88337	541237
88338	541238
88339	541239
88340	541240
88341	541241
88342	551111
88343	551030
88344	541244
88345	541245
88346	551188
88347	541247
88348	551328

Previous SLSF Number	Current BN Number
88349	541249
88350	541250
88351	551489
88352	541252
88353	541253
88354	541254
88356	541256
88357	541257
88358	541258
88359	551448
88360	541260
88361	551356
88363	541263
88364	541264
88365	541265
88366	541266
88367	541267
88368	541268
88369	551303
88370	551468
88371	541271
88372	551247
88373	551463
88374	541274
88375	
88376	541276
88377	551212
88378	551391
88379	551291
88380	541280
88381	541281
88382	541282
88383	541283
88384	551460
88385	551347
88386	541286
88387	541287
88388	551182
88389	541289
88390	541290
88391	551033
88392	
88393	541293
88394	541294
88395	541295
88396	541296
88397	541297
88398	541298
88399	541299