

0100572024



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

REGISTRATION NO. 11302 - B
FILED 1/25

(817) 333-3187
Docket No. BN12054

MAR 24 1995 10 32 AM

INTERSTATE COMMERCE COMMISSION

VIA UPS

March 23, 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
MAR 24 10 32 AM '95
LICENSING BRANCH

Re: Document for Recordation: Bill of Sale and Release of Security Interest to Burlington Northern Inc. (now Burlington Northern Railroad Company) Conditional Sale Agreement Dated as of December 1, 1979 and Agreement and Assignment Dated as of December 1, 1979

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 March 22, 1995, by which all right, title and interest in and to the existing equipment covered by the Conditional Sale Agreement Dated as of December 1, 1979 is conveyed to Burlington Northern Railroad Company from Mercantile-Safe Deposit and Trust Company.

The Conditional Sale Agreement Dated as of December 1, 1979, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on December 28, 1979 and assigned Recordation No. 11302.

Ms. Mildred Lee
March 23, 1995
Page 2

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

Assignee: Mercantile-Safe Deposit and Trust Company
Corporate Trust Department
Two Hopkins Plaza
Baltimore, Maryland 21201

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

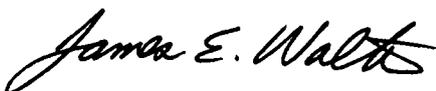
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit "A" of said document.

A 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 March 22, 1995, to Conditional Sale Agreement Dated as of December 1, 1979 (ICC Recordation No. 11302, December 28, 1979) conveying the equipment described on Exhibit "A" of said document.

Very truly yours,



James E. Walton
Legal Assistant

Enclosures



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

3/24/95

Office Of The Secretary

James E. Walton
Legal Assistant
Burlington Northern Railroad
3800 Continental Plaza
777 Main Street
Fort 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 3/24/95 at 10:35AM, and assigned recordation number(s). 11302-B.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)
(0100572024)

\$ 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

RECORDATION NO. 11302-B
FILED 10

MAR 24 1995 10 30 AM

Executed in 7 Counterparts
of which this is No. 2

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, Pullman Incorporated (Pullman-Standard Division) and Bethlehem Steel Corporation (collectively the "Manufacturers" and individually a "Manufacturer") and Burlington Northern Inc. now Burlington Northern Railroad Company (the "Railroad"), have entered into a Conditional Sale Agreement dated as of December 1, 1979, ("Agreement No. 79-5") covering the railroad equipment described in Exhibit "A" hereto (the "No. 79-5 Equipment");

WHEREAS, Agreement No. 79-5 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on December 28, 1979, and assigned Recordation No. 11302;

WHEREAS, the Manufacturers thereafter assigned their rights under Agreement No. 79-5 and their right, security title and interest to the No. 79-5 Equipment to Mercantile-Safe Deposit and Trust Company (the "Assignee"), pursuant to an Agreement and Assignment dated as of December 1, 1979, between the Manufacturers and the Assignee; said Agreement and Assignment was filed with the Interstate Commerce Commission on December 28, 1979, and assigned Recordation No. 11302-A;

WHEREAS, the Assignee has been paid the full indebtedness in respect of the purchase price of the No. 79-5 Equipment, together with interest and all other payments as provided in Agreement No. 79-5, and the Railroad has performed all obligations therein contained.

NOW THEREFORE, the Assignee does hereby (a) acknowledge that Agreement No. 79-5 has been satisfied in full; (b) sell, assign, convey and transfer to the Railroad all its right, security title and interest in the No. 79-5 Equipment; and (c) release any security interest it may have had in the No. 79-5 Equipment, to the effect that such No. 79-5 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 Agreement No. 79-5.

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 22ND day of MARCH, 1995.

Mercantile-Safe Deposit and Trust Company

By: Robert D. Brown

ATTEST:

[Signature]

STATE OF Maryland

^{City}
COUNTY OF Baltimore, ss:

On this 22nd day of March, 1995, before me personally appeared Robert D. Brown, to me personally known, who being by me duly sworn, says that (s)he is the Corporate Trust Officer of Mercantile-Safe Deposit and Trust Company, 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)

Merian D. Allen
Notary Public

My commission expires: 11/16/98

COVERED HOPPER CARS (315 TOTAL):

Current BN Number

449075 - 449076
449078
449080
449083 - 449104
449106 - 449113
449115 - 449124
449126 - 449153
449155 - 449157
449160 - 449163
449166 - 449168
449170 - 449171
449173 - 449183
449187 - 449197
449200 - 449208
449210 - 449218
449220 - 449256
449258 - 449263
449265 - 449270
449272 - 449286
449288 - 449302
449304 - 449312
449314 - 449330
449332 - 449346
449348 - 449361
449363 - 449376
449378 - 449390
449392 - 449397
449399 - 449421
449424

OPEN-TOP DROP-BOTTOM ORE CARS (274 TOTAL):

Current BN Number

99400 - 99408
99410 - 99417
99419 - 99426
99428 - 99431
99433 - 99442
99444 - 99454
99456 - 99466
99468 - 99480
99482 - 99497
99499 - 99514
99516
99518 - 99520

Current BN Number

99522 - 99548
99550 - 99567
99569 - 99583
99585
99588 - 99596
99598 - 99606
99609 - 99620
99622 - 99626
99628 - 99651
99653 - 99664
99666 - 99668
99670 - 99685
99687 - 99699