



**BURLINGTON NORTHERN RAILROAD**

LAW DEPARTMENT

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

(817) 333-3187  
Docket No. F75366

VIA UPS

November 8, 1994

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

RECORDATION NO. 8824-D FILED 1425  
NOV 10 1994-3 15 PM  
INTERSTATE COMMERCE COMMISSION

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 April 1, 1977 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 November 2, 1994, by which all right, title and interest in and to the existing equipment covered by the Conditional Sale Agreement Dated as of April 1, 1977 is conveyed to Burlington Northern Railroad Company from Metropolitan Life Insurance Company.

The Conditional Sale Agreement Dated as of April 1, 1977, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on May 16, 1977 and assigned Recordation No. 8824. The related Agreement and Assignment was filed with the Interstate Commerce Commission on May 16, 1977 and also assigned Recordation No. ~~8824.~~

Ms. Mildred Lee, Recordations  
November 8, 1994  
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The names and addresses of the parties to the transaction are:

Trustee: Metropolitan Life Insurance Company  
One Madison Avenue  
New York, New York 10010

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," "A-1" 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 November 2, 1994, to Conditional Sale Agreement Dated as of April 1, 1977 (ICC Recordation No. 8824, May 16, 1977) conveying the equipment described on Exhibits "A," "A-1" and "B" of said document.

Very truly yours,



James E. Walton  
Legal Assistant

Enclosures

# Interstate Commerce Commission

Washington, D.C. 20423

11/10/94

## 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 11/10/94 at 3:15PM, and assigned recordation number(s). 8824-D and 8846-C.

Sincerely yours,



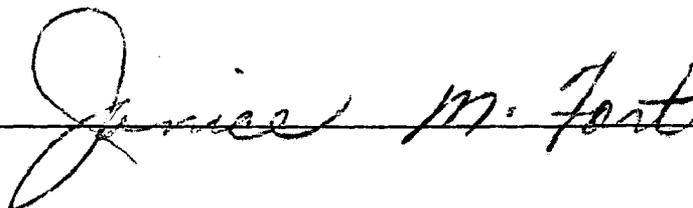
Vernon A. Williams  
Secretary

Enclosure(s)

(0100429033)

\$ 42.00 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



8824-D

Executed in 7 Counterparts  
of which this is No. 5

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, General Motors Corporation (Electro-Motive Division), General Electric Company, Greenville Steel Car Company, PACCAR INC, PORTEC, INC. (Paragon Division) and Pullman Incorporated (Pullman Standard Division) (collectively the "Original Manufacturers" and individually an "Original 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 April 1, 1977, ("Agreement No. 97") covering the railroad equipment described in Exhibit "A" hereto (the "Original No. 97 Equipment");

WHEREAS, Agreement No. 97 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on May 16, 1977, and assigned Recordation No. 8824;

WHEREAS, each Original Manufacturer assigned its rights under Agreement No. 97 and its right, security title and interest to the Original No. 97 Equipment to the Metropolitan Life Insurance Company (the "Assignee"), pursuant to an Agreement and Assignment dated as of April 1, 1977, between the Original Manufacturers and the Assignee; said Agreement and Assignment was filed with the Interstate Commerce Commission simultaneously with Agreement No. 97 and therefore also assigned Recordation No. 8824;

WHEREAS, the Railroad, the Assignee and North American Car Corporation (the "Additional Manufacturer" hereinafter together with the Original Manufacturers the "Manufacturers") entered into an Amendment Agreement dated as of October 15, 1977 (the "Amendment Agreement") covering the railroad equipment described in Exhibit "A-1" hereto (the "Additional No. 97 Equipment" hereinafter together with the Original No. 97 Equipment the "No. 97 Equipment"), thereby amending Agreement No. 97; said Amendment Agreement was filed with the Interstate Commerce Commission on December 20, 1977, and assigned Recordation No. 8824-A.

WHEREAS, the Additional Manufacturer assigned its rights under the Amendment Agreement and its right, security title and interest to the Additional No. 97 Equipment to the Assignee pursuant to the Amendment Agreement;

WHEREAS, from time to time, notice was given that the road numbers of the No. 97 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. 8824-C;

WHEREAS, the Railroad and the Assignee entered into a Construction and Conditional Sale Agreement dated as of April 1, 1977, ("Agreement No. 98" herinafter together with Agreement No. 97 the "Agreements") covering the railroad equipment described in Exhibit "B" hereto (the "No. 98 Equipment" hereinafter together with the No. 97 Equipment the "Equipment");

WHEREAS, Agreement No. 98 was recorded with the Interstate

Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on June 6, 1977, and assigned Recordation No. 8846;

WHEREAS, from time to time, notice was given that the road numbers of the No. 98 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. 8846-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 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 2nd day of November, 1994.

Metropolitan Life Insurance Company

By: Richard G. Clarke

**Associate General Counsel**

ATTEST:

  
**Assistant Secretary**

STATE OF New York  
COUNTY OF New York, ss:

On this 2nd day of November, 1994, before me personally appeared Richard G. Clarke, to me personally known, who being by me duly sworn, says that (s)he is the Associate General Counsel of Metropolitan Life Insurance 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)

Carmen M. King  
Notary Public

My commission expires:

August 26<sup>th</sup>, 1995

CARMEN KING  
Notary Public, State of New York  
No. 24-4985788  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires August 26, 1995

DIESEL-ELECTRIC LOCOMOTIVES (33 TOTAL):

<u>Previous SLSF Number</u>	<u>Current BN Number</u>
100 - 124	1375 - 1399
863 - 870	5485 - 5492

AUTO RACKS, ENCLOSED (117 TOTAL):

<u>Previous SLSF Number</u>	<u>Current BN Number</u>
R-81 - R-90	
R-92 - R-116	
R-118 - R-151	
R-153 - R-200	

COVERED HOPPER CARS, 100-TON CAPACITY (262 TOTAL):

<u>Previous SLSF Number</u>	<u>Current BN Number</u>
79800 - 79805	
79807	445707
79808 - 79812	
79813	445713
79814	
79815 - 79816	445715 - 445716
79817	
79820 - 79821	
79825	445725
79827 - 79829	
79830	445730
79831 - 79832	
79833	445733
79835	445735
79836	
79838 - 79839	
79840	
79841	445741
79844	445744
79845 - 79847	
79848	445748
79849 - 79850	
79851	445751
79852	
79854	
79855	445755
79856	
79857	445757

Previous SLSF Number

Current BN Number

79858	
79859 - 79861	445759 - 445761
79863	445763
79864 - 79866	
79867	445767
79868 - 79870	
79871	445771
79872 - 79873	
79874	445774
79875 - 79876	
79877 - 79878	445777 - 445778
79879 - 79881	
79882 - 79883	445782 - 445783
79884 - 79885	
79886	445786
79887	
79888	445788
79889 - 79892	
79894 - 79895	
79896	445796
79897	
79899 - 79900	
79903	
79905	445805
79906 - 79908	
79909	445809
79910 - 79913	
79915	
79916	445816
79917	
79918	445818
79919 - 79921	
79923	
79924 - 79925	445824 - 445825
79927 - 79933	
79935	
79936	445836
79937 - 79939	
79940	445840
79941 - 79942	
79944 - 79945	445844 - 445845
79947 - 79949	
79950	445850
79951 - 79955	
79956	445856
79957	
79959 - 79960	
79962	

<u>Previous SLSF Number</u>	<u>Current BN Number</u>
79965 - 79973	
79975 - 79983	
79985 - 79990	
79991	445891
79992 - 79993	
79994 - 79996	445894 - 445896
79997 - 79999	
81100 - 81102	445900 - 445902
81103 - 81112	
81113	445913
81114 - 81119	
81120	445920
81121 - 81123	
81125	
81126	445926
81127 - 81130	
81131	445931
81132	
81133 - 81134	445933 - 445934
81135 - 81137	
81138	445938
81139	
81142 - 81143	
81144	445944
81145 - 81152	
81154 - 81155	
81157 - 81160	
81162 - 81179	
81180	445980
81182 - 81184	
81185	445985
81186 - 81190	
81192 - 81193	
81195	
81196	445996
81197 - 81198	
81199	445999

COVERED HOPPER CARS, 100-TON CAPACITY (186 TOTAL):

<u>Previous SLSF Number</u>	<u>Current BN Number</u>
78200 - 78201	
78202	438302
78203	
78204	438304
78205 - 78220	

<u>Previous SLSF Number</u>	<u>Current BN Number</u>
78221	438321
78225 - 78226	438325 - 438326
78227	
78228	438328
78229	
78231 - 78233	
78234	438334
78236	
78237	438337
78238 - 78239	
78240 - 78241	438340 - 438341
78243	
78245	438345
78247 - 78256	
78257	438357
78258 - 78260	
78261 - 78262	438361 - 438362
78263 - 78272	
78274 - 78275	
78276 - 78277	438376 - 438377
78278 - 78281	
78283 - 78284	
78286	
78287	438387
78288 - 78291	
78292	438392
78293 - 78298	
78299	438399
78300 - 78310	
78311	438411
78312 - 78339	
78341	
78342	438442
78343 - 78344	
78345 - 78346	438445 - 438446
78347 - 78351	
78352	438452
78353 - 78361	
78363 - 78366	
78368 - 78369	
78370 - 78371	438470 - 438471
78372 - 78374	
78375	438475
78376 - 78377	
78378	438478
78379 - 78399	

INSULATED BOX CARS, 70-TON CAPACITY (184 TOTAL):

<u>Previous SLSF Number</u>	<u>Current BN Number</u>
700100 - 700102	
700103	732703
700104 - 700105	
700106	732706
700107 - 700114	
700117 - 700122	
700124	332724
700125	
700127	732727
700128	
700130	
700132	732732
700133 - 700141	
700142	732742
700143 - 700145	
700146	732746
700147	
700148	732748
700149 - 700150	
700151	732751
700152 - 700153	
700154	732754
700155	
700156	732756
700157 - 700158	
700160 - 700161	
700162 - 700163	332762 - 332763
700164 - 700167	
700168	732768
700169 - 700171	
700172	732772
700173	
700174	732774
700175 - 700176	
700177	732777
700178 - 700183	
700184	732784
700185 - 700189	
700190	732790
700191	
700195 - 700203	
700204	951953
700205	
700206	732806
700207	
700209 - 700212	

<u>Previous SLSF Number</u>	<u>Current BN Number</u>
700213 - 700214	732813 - 732814
700215 - 700217	
700219	
700220	732820
700221 - 700232	
700233	332833
700234 - 700236	
700237	732837
700238 - 700239	
700240	732840
700241 - 700252	
700253	732853
700254	
700255	332855
700257	732857
700258	
700259 - 700262	
700263	732863
700264 - 700265	
700266	732866
700267	
700269	732869
700270	
700271	332871
700272	
700273	732873
700275 - 700281	
700282	732882
700283 - 700286	
700287	732887
700288 - 700299	

COVERED HOPPER CARS, 100-TON CAPACITY (2 TOTAL):

Previous SLSF Number

Current BN Number

81051 - 81052

480076 - 480077

OPEN TOP HOPPER CARS, 100-TON CAPACITY (188 TOTAL):

<u>Previous SLSF Number</u>	<u>Current BN Number</u>
88400	551109
88401	541301
88402	551307
88404	541304
88405	541305
88406	541306
88407	551222
88408	551494
88409	551452
88410	541310
88411	541311
88412	541312
88413	541313
88414	551045
88415	551233
88416	551302
88417	541317
88418	541318
88419	541319
88420	551277
88421	541321
88422	551357
88423	541323
88424	551384
88425	541325
88426	541326
88427	541327
88428	541328
88429	551058
88430	541330
88431	541331
88432	541332
88433	541333
88434	541334
88435	551339
88436	541336
88437	541337
88438	
88439	551174
88440	551374
88442	541342
88443	541343
88444	541344
88445	541345
88446	541346
88447	551445

<u>Previous SLSF Number</u>	<u>Current BN Number</u>
88448	541348
88449	541349
88450	541350
88451	541351
88452	551344
88453	551305
88455	541355
88456	541356
88458	541358
88459	541359
88460	551192
88461	
88462	541362
88463	541363
88464	541364
88465	541365
88466	541366
88467	541367
88468	541368
88469	551455
88470	541370
88471	541371
88472	551055
88473	541373
88474	551258
88475	551306
88476	551349
88477	541377
88478	551512
88479	541379
88480	541380
88481	551197
88482	541382
88483	551487
88484	551236
88485	551211
88486	541386
88487	541387
88488	541388
88489	541389
88490	541390
88491	541391
88493	541393
88494	551249
88496	541396
88497	541397
88498	551217
88499	541399

<u>Previous SLSF Number</u>	<u>Current BN Number</u>
88500	551500
88501	541401
88502	541402
88503	551181
88505	541405
88506	551457
88507	551319
88508	551369
88509	541409
88510	551243
88511	541411
88512	541412
88513	551230
88514	551224
88515	541415
88516	551276
88518	541418
88519	551221
88520	551373
88521	541421
88522	541422
88523	551293
88524	541424
88525	541425
88526	541426
88527	551294
88528	551453
88529	
88530	541430
88531	541431
88532	541432
88533	541433
88534	541434
88535	541435
88537	551509
88538	551137
88539	541439
88540	541440
88541	551205
88542	541442
88543	541443
88544	551149
88545	551255
88546	551370
88547	541447
88548	541448
88549	551296
88550	551421

Previous SLSF Number

Current BN Number

88551	541451
88552	551341
88553	541453
88554	541454
88556	541456
88557	
88558	541458
88559	541459
88560	551133
88561	551190
88562	551459
88563	541463
88564	551218
88565	551495
88566	551289
88567	541467
88568	541468
88569	541469
88570	551238
88571	551479
88572	541472
88573	541473
88574	551376
88575	551348
88577	551394
88578	551287
88579	541479
88580	541480
88581	541481
88582	541482
88583	551312
88584	551183
88586	541486
88587	
88588	551156
88589	541489
88590	551350
88591	
88592	551346
88593	
88594	541494
88595	551386
88596	551378
88597	551245
88598	551375
88599	541499