

MAY 06 '13 -4 37 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-0001
Attn: Documents for Rail Recordation

Via Federal Express

May 2, 2013

Re: Bill of Sale – BN-1993A

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) certified copies of a Bill of Sale dated July 3, 2012. The enclosed documents relate to the Memorandum of Equipment Lease Agreement (BN1993-A) which was duly filed with the former Interstate Commerce Commission, now the Surface Transportation Board, on December 21, 1993 under primary Recordation Number 18618.

The names and addresses of the parties to the enclosed document are:

Owner Trustee/Lessor:	Wilmington Trust Company 1100 North Market Street Rodney Square North Wilmington, DE 19890	Lessee: BNSF Railway Company Formerly Burlington Northern Railroad Company 2650 Lou Menk Drive Fort Worth, TX 76131
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Beneficial Owner: Wells Fargo Bank, N.A.
c/o First Union Rail Corporation
One O'Hare Centre, 6250 River Rd., Ste. 5000
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is for 131 Five-Platform Articulated Double Stack Container Cars and 95 Three-Unit, Drawbar-Connected Double Stack Container Cars having BNSF marks. (See Exhibit A for car numbers.)

A short summary of the document to appear in the index follows: Bill of Sale

Enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,


Marcia Dunne
Senior Documentation Specialist

Enclosures
(BNSF021)

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BILL OF SALE

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS:

THAT WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee under an Amended and Restated Trust Agreement (BN1993-A) dated as of February 2, 2005 between Owner Trustee and Wells Fargo Bank, National Association (as successor by merger to First Union Commercial Corporation), Owner Participant, ("Seller") is the owner of legal title to those certain railcars described on Exhibit A hereto (the "Cars"), with power to convey such legal title to said Cars.

THAT, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does this 3rd day of July, 2012, grant, convey, transfer, bargain and sell, deliver and set over unto WELLS FARGO BANK, NATIONAL ASSOCIATION, the owner of the beneficial interest in such cars ("Buyer"), whose address is One O'Hare Center, 6250 River Road, Suite 5000, Rosemont, Illinois 60018, and unto its successors and assigns, all of Seller's right, title and interest in and to the above-described Cars.

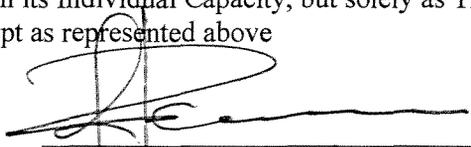
THAT THE CARS CONVEYED HEREBY ARE BEING SOLD "AS IS", "WHERE IS" WITHOUT REPRESENTATION OR WARRANTY OF ANY KIND AS TO THE CONDITION OF THE CARS OR THEIR MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, OR ANY OTHER REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED, except that State Street Bank and Trust Company, in its individual capacity, represents and warrants that the Cars are free of any and all liens, charges, security interests or other encumbrances resulting from claims against the institution acting as Trustee not related to the ownership of the Cars or the administration of the Trust Estate or any other transaction contemplated by the Trust Estate.

Buyer shall be responsible for any personal property, rental, use or sales tax or similar levies assessed in connection with the sale of the Cars.

THIS Bill of Sale shall be governed by the laws of the State of New York, exclusive of any choice of law rule of that or any other jurisdiction which would cause any matter to be referred to the law of any jurisdiction other than New York.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name this
3rd day of July, 2012.

WILMINGTON TRUST COMPANY,
not in its Individual Capacity, but solely as Trustee
except as represented above

By: 
Name: Jose L. Paredes
Title: Assistant Vice President

DESCRIPTION OF RAILCARS

Five-Platform Articulated Double Stack Container CarsCAR NUMBERS

1	BNSF	240040	34	BNSF	240074	67	BNSF	240108	100	BNSF	240143
2	BNSF	240041	35	BNSF	240075	68	BNSF	240109	101	BNSF	240145
3	BNSF	240042	36	BNSF	240076	69	BNSF	240110	102	BNSF	240146
4	BNSF	240043	37	BNSF	240077	70	BNSF	240111	103	BNSF	240147
5	BNSF	240044	38	BNSF	240078	71	BNSF	240112	104	BNSF	240148
6	BNSF	240045	39	BNSF	240079	72	BNSF	240113	105	BNSF	240149
7	BNSF	240046	40	BNSF	240080	73	BNSF	240114	106	BNSF	240150
8	BNSF	240047	41	BNSF	240081	74	BNSF	240115	107	BNSF	240151
9	BNSF	240048	42	BNSF	240082	75	BNSF	240116	108	BNSF	240152
10	BNSF	240049	43	BNSF	240083	76	BNSF	240117	109	BNSF	240153
11	BNSF	240050	44	BNSF	240084	77	BNSF	240118	110	BNSF	240154
12	BNSF	240051	45	BNSF	240085	78	BNSF	240119	111	BNSF	240155
13	BNSF	240052	46	BNSF	240086	79	BNSF	240120	112	BNSF	240156
14	BNSF	240053	47	BNSF	240087	80	BNSF	240121	113	BNSF	240157
15	BNSF	240054	48	BNSF	240088	81	BNSF	240123	114	BNSF	240158
16	BNSF	240055	49	BNSF	240089	82	BNSF	240124	115	BNSF	240159
17	BNSF	240056	50	BNSF	240091	83	BNSF	240125	116	BNSF	240161
18	BNSF	240057	51	BNSF	240092	84	BNSF	240126	117	BNSF	240162
19	BNSF	240059	52	BNSF	240093	85	BNSF	240127	118	BNSF	240163
20	BNSF	240060	53	BNSF	240094	86	BNSF	240128	119	BNSF	240164
21	BNSF	240061	54	BNSF	240095	87	BNSF	240129	120	BNSF	240165
22	BNSF	240062	55	BNSF	240096	88	BNSF	240130	121	BNSF	240166
23	BNSF	240063	56	BNSF	240097	89	BNSF	240131	122	BNSF	240168
24	BNSF	240064	57	BNSF	240098	90	BNSF	240132	123	BNSF	240169
25	BNSF	240065	58	BNSF	240099	91	BNSF	240133	124	BNSF	240170
26	BNSF	240066	59	BNSF	240100	92	BNSF	240134	125	BNSF	240171
27	BNSF	240067	60	BNSF	240101	93	BNSF	240135	126	BNSF	240172
28	BNSF	240068	61	BNSF	240102	94	BNSF	240136	127	BNSF	240173
29	BNSF	240069	62	BNSF	240103	95	BNSF	240138	128	BNSF	240174
30	BNSF	240070	63	BNSF	240104	96	BNSF	240139	129	BNSF	240175
31	BNSF	240071	64	BNSF	240105	97	BNSF	240140	130	BNSF	240176
32	BNSF	240072	65	BNSF	240106	98	BNSF	240141	131	BNSF	240177
33	BNSF	240073	66	BNSF	240107	99	BNSF	240142			

Three-Unit, Drawbar-Connected Double Stack Container Cars

CAR NUMBERS

1	BN	064261	33	BNSF	230070	65	BNSF	230103
2	BNSF	230038	34	BNSF	230072	66	BNSF	230104
3	BNSF	230039	35	BNSF	230073	67	BNSF	230105
4	BNSF	230040	36	BNSF	230074	68	BNSF	230107
5	BNSF	230041	37	BNSF	230075	69	BNSF	230108
6	BNSF	230042	38	BNSF	230076	70	BNSF	230109
7	BNSF	230043	39	BNSF	230077	71	BNSF	230110
8	BNSF	230044	40	BNSF	230078	72	BNSF	230111
9	BNSF	230045	41	BNSF	230079	73	BNSF	230112
10	BNSF	230046	42	BNSF	230080	74	BNSF	230113
11	BNSF	230047	43	BNSF	230081	75	BNSF	230114
12	BNSF	230048	44	BNSF	230082	76	BNSF	230115
13	BNSF	230049	45	BNSF	230083	77	BNSF	230116
14	BNSF	230050	46	BNSF	230084	78	BNSF	230117
15	BNSF	230051	47	BNSF	230085	79	BNSF	230118
16	BNSF	230052	48	BNSF	230086	80	BNSF	230119
17	BNSF	230053	49	BNSF	230087	81	BNSF	230120
18	BNSF	230054	50	BNSF	230088	82	BNSF	230121
19	BNSF	230055	51	BNSF	230089	83	BNSF	230122
20	BNSF	230056	52	BNSF	230090	84	BNSF	230123
21	BNSF	230057	53	BNSF	230091	85	BNSF	230124
22	BNSF	230058	54	BNSF	230092	86	BNSF	230125
23	BNSF	230059	55	BNSF	230093	87	BNSF	230126
24	BNSF	230060	56	BNSF	230094	88	BNSF	230128
25	BNSF	230061	57	BNSF	230095	89	BNSF	230129
26	BNSF	230062	58	BNSF	230096	90	BNSF	230130
27	BNSF	230064	59	BNSF	230097	91	BNSF	230132
28	BNSF	230065	60	BNSF	230098	92	BNSF	230134
29	BNSF	230066	61	BNSF	230099	93	BNSF	230136
30	BNSF	230067	62	BNSF	230100	94	BNSF	230137
31	BNSF	230068	63	BNSF	230101	95	BNSF	231125
32	BNSF	230069	64	BNSF	230102			

