BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2385
Docket No. F 72711

FEDERAL EXPRESS

RECORDATION NO 7502-A FILED 1425

August 16, 1990

0-229A003 AUG 17 1990 10 50 AM
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 and Release of Security Interest to St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement (No. 84), and Related Agreement and Assignment**

Dear Ms. Lee:

I am enclosing two 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 August 15, 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) Conditional Sale Agreement (No. 84), dated as of April 1, 1974, is conveyed to Burlington Northern Railroad Company.

The Conditional Sale Agreement and related Agreement and Assignment, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded as one document with the Interstate Commerce Commission on May 7, 1974, and assigned Recordation No. 7502.

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

Agent: The Boatmen's National Bank of St. Louis
510 Locust Street
St. Louis, Missouri 63101

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 fee of $15.00 is enclosed for recording the Bill of Sale and Release of Security Interest. 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 and Release of Security Interest, dated August 15, 1990, to the St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement (No. 84) (ICC Recordation No. 7502, May 7, 1974), conveying the equipment described on Exhibit A of said document.

Very truly yours,

Rebecca R. Martin

Rebecca R. Martin
Legal Assistant

RRM/tmh/FINA0148.DOC

Enclosures

RECORDATION NO. 7502-A FILED 1425
AUG 17 1990 -10 50 AM
INTERSTATE COMMERCE COMMISSION

Executed in 9 Counterparts
of which this is No. 3

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, General Motors Corp. (Electro-Motive Division) (the "Builder") and St. Louis-San Francisco Railway Company, now by merger Burlington Northern Railroad Company (the "Railroad"), have entered into a Conditional Sale Agreement (No. 84) dated as of April 1, 1974, (the "Agreement") covering the railroad equipment described in Exhibit A hereto (the "Equipment"), and all right, title, and interest of the Builder in and to the Agreement was assigned to The Boatmen's National Bank of St. Louis (the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1974, between the Builder and the Agent; and said Agreement and Assignment was filed on May 7, 1974, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 7502;

WHEREAS, Paccar Inc. (the "Builder") and St. Louis-San Francisco Railway Company, now by merger Burlington Northern Railroad Company (the "Railroad"), have entered into a Conditional Sale Agreement (No. 85) dated as of April 1, 1974, (the "Agreement") covering the railroad equipment described in Exhibit B hereto (the "Equipment"), and all right, title, and interest of the Builder in and to the Agreement was assigned to The Boatmen's National Bank of St. Louis (the "Agent") pursuant to an Agreement and Assignment

dated as of April 1, 1974, between the Builder and the Agent; and said Agreement and Assignment was filed on May 7, 1974, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 7503;

WHEREAS, ACF Industries, Inc. (the "Builder") and St. Louis-San Francisco Railway Company, now by merger Burlington Northern Railroad Company (the "Railroad"), have entered into a Conditional Sale Agreement (No. 86) dated as of April 1, 1974, (the "Agreement") covering the railroad equipment described in Exhibit C hereto (the "Equipment"), and all right, title, and interest of the Builder in and to the Agreement was assigned to The Boatmen's National Bank of St. Louis (the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1974, between the Builder and the Agent; and said Agreement and Assignment was filed on April 25, 1974, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 7488;

WHEREAS, General Electric Co. (the "Builder") and St. Louis-San Francisco Railway Company, now by merger Burlington Northern Railroad Company (the "Railroad"), have entered into a Conditional Sale Agreement (No. 87) dated as of April 1, 1974, (the "Agreement") covering the railroad equipment described in Exhibit D hereto (the "Equipment"), and all right, title, and interest of the Builder in and to the Agreement was assigned to The Boatmen's National Bank of

St. Louis (the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1974, between the Builder and the Agent; and said Agreement and Assignment was filed on May 7, 1974, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 7504; and

WHEREAS, the Agent 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 and the Railroad has performed all obligations therein contained.

NOW THEREFORE, the Agent, in accordance with the provisions of the Agreements, does hereby (a) acknowledge that the Agreements have been satisfied in full; (b) sell, assign, convey, and transfer to the Railroad all its right, title, and property interest in the Equipment described in Exhibits A, B, C, and D; and (c) release any security interest it may have had in the Equipment described in Exhibits A, B, C, and D, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, liabilities, claims, security interests, and encumbrances, of any person whatsoever, created or retained by the Agreements.

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 WHEREOF, The Boatmen's National Bank of St. Louis, the Agent as aforesaid, 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 15th day of August, 1990.

THE BOATMEN'S NATIONAL BANK
OF ST. LOUIS

By: Helen Ross
Trust Officer

ATTEST:

Glenn M Clark
Assistant Trust Officer

STATE OF MISSOURI)
) ss
COUNTY OF ST. LOUIS)

On this 15th day of August, 1990, before me personally appeared Helen Ross, to me personally known, who, being by me duly sworn, says that xhe/she is a 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 he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joy Marie Lincoln
Notary Public

My commission expires:
October 16, 1990

JOY MARIE LINCOLN
NOTARY PUBLIC—STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES OCT. 16, 1990

No. of Units.	Description	SLSF Nos.
21	Diesel Electric Locomotives	426-446 (BN 2281-2301)

No. of Units.	Description	SLSF Nos.
95	70-Ton Insulated Boxcars	600166-600177, 600178 (BN 332478), 600180 (BN 732480), 600182-600185, 600186 (BN 732486), 600187, 600188 (BN 732488), 600189-600193, 600194 (BN 732494), 600195 (BN 732495), 600196-600200, 600201 (BN 732501), 600202 (BN 732502), 600203, 600204-600206 (BN 732504-732506), 600207, 600208 (BN 732508), 600209, 600210 (BN 732510), 600211, 600212, 600213 (BN 732513), 600214 (BN 732514), 600215-600218, 600219-600222 (BN 732519-732522), 600223, 600224, 600225 (BN 732525), 600226-600229, 600230 (BN 732530), 600231-600233, 600234 (BN 732534), 600235 (BN 732535), 600236, 600237, 600238 (BN 732538), 600239-600241, 600242 (BN 732542), 600243 (BN 732543), 600244, 600245, 600246 (BN 732546), 600247-600251, 600252 (BN 732552), 600253-600256, 600258 (BN 732558), 600260-600264

No. of Units.	Description	SLSF Nos.
40	70-Ton Boxcars	11250 (BN 219250), 11252 (BN 219252), 11253 (BN 219253), 11255 (BN 219255), 11256, 11257-11271 (BN 219257-219271), 11274 (BN 219274), 11275 (BN 219275), 11277 (BN 219277), 11278 (BN 219278), 11280 (BN 219280), 11282-11287 (BN 219282-219287), 11289 (BN 219289), 11291-11293 (BN 219291-219293), 11295-11299 (BN 219295-219299)
62	70-Ton Boxcars	11902 (BN 219002), 11903 (BN 219003), 11905 (BN 219005), 11907 (BN 219007), 11909-11913 (BN 219009-219013), 11915-11918 (BN 219015-219018), 11919, 11920-11923 (BN 219020-219023), 11924, 11925 (BN 219025), 11926 (BN 219026), 11928, 11930, 11932, 11934, 11935 (BN 219035), 11936 (BN 219036), 11938 (BN 219038), 11939 (BN 219039), 11940, 11942 (BN 219042), 11944, 11945, 11947, 11948, 11950 (BN 219050), 11952-11955 (BN 219052-219055), 11957 (BN 219057), 11958, 11959 (BN 219059), 11960, 11962 (BN 219062), 11963, 11964-11966 (BN 219064-219066), 11967, 11968-11970 (BN 219068-219070), 11972, 11973 (BN 219073), 11974 (BN 219074), 11977, 11978 (BN 219078), 11979 (BN 219079), 11982-11984 (BN 219082-219084)

No. of Units.	Description	SLSF Nos.
3	Diesel Electric Locomotives	854 (BN 5792), 855 (BN 5793), 857 (BN 5794)
5	100-Ton Gondolas	69075-69079
2	77-Ton Gondolas	103045 (BN 964776), 103046