



**BURLINGTON NORTHERN RAILROAD**

LAW DEPARTMENT

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

(817) 878-2385  
Docket No. F74682

*Handwritten notes:*  
C. J. ...  
S. ...  
...

8435A  
SEP 3 1993 7:23 PM

September 1, 1993

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. 93), and Related Agreement and Assignment

Dear Ms. Lee:

I am enclosing three 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 30, 1992, 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. 93), dated as of June 1, 1976, 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 August 9, 1976, and assigned Recordation No. 8435.

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

Ms. Mildred Lee, Recordations

September 1, 1993

Page 2

Agent: Mercantile Bank of St. Louis N.A.  
Mercantile Tower  
Eighth and Locust Streets  
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 \$16.00 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 November 30, 1992, to the St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement (No. 93) (ICC Recordation No. 8435, August 9, 1976), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin  
Legal Assistant

Enclosures

**Interstate Commerce Commission**

Washington, D.C. 20423

9/7/93

OFFICE OF THE SECRETARY

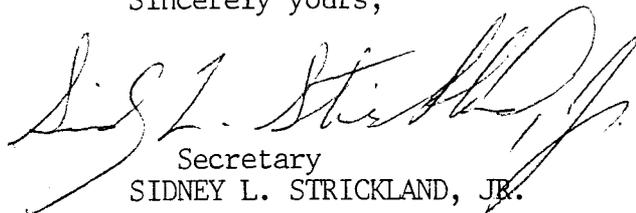
**Rebecca R. Martin**  
**Legal Assistant**  
**Burlington Northern Railroad**  
**3800 Continental Plaza**  
**777 Main Street**  
**Ft. Worth, Texas 76102**

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 **9/3/93** at **2:45pm**, and assigned recordation number(s).

**8411-C & 8435-A**

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

9/14/93

~~RECORDED IN 8435-A~~  
SEP 3 1993 2 10 PM  
INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts  
of which this is No. 7

**BILL OF SALE AND RELEASE OF SECURITY INTEREST**

WHEREAS, Portec, 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. 93) dated as of June 1, 1976, (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 Mercantile Bank of St. Louis National Association (formerly Mercantile Trust Company N.A.), (the "Agent") pursuant to an Agreement and Assignment dated as of June 1, 1976, between the Builder and the Agent; and said Agreement and Assignment was filed on August 9, 1976, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 8435; and

WHEREAS, Mercantile Bank of St. Louis National Association (formerly Mercantile Trust Company N.A.), (the "Bank") and St. Louis-San Francisco Railway Company, now by merger Burlington Northern Railroad Company (the "Railroad"), have entered into a Construction and Conditional Sale Agreement (No. 94) dated as of June 1, 1976, (the "Agreement") covering the railroad equipment described in Exhibit B hereto (the "Equipment");

WHEREAS, the Construction and Conditional Sale

Agreement was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on July 16, 1976, and assigned Recordation No. 8411;

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 and B; and (c) release any security interest it may have had in the Equipment described in Exhibits A and B, 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, Mercantile Bank of St. Louis National Association, 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 30th day of November, 1992.

MERCANTILE BANK OF ST. LOUIS  
NATIONAL ASSOCIATION

By: W. A. Johnson

ATTEST:

B. D. Krupp



EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>SLSF Nos.</u>
33	Autoracks	37-58, 60-64, 66-70

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>SLSF Nos.</u>
182	Hopper Cars	88000 (BN 551333), 88001 (BN 551402), 88002 (BN 551056), 88003 (BN 551268), 88004 (BN 551454), 88005 (BN 551351), 88006 (BN 551281), 88007 (BN 540907), 88008 (BN 551434), 88009 (BN 551343), 88010 (BN 551196), 88011 (BN 551368), 88015 (BN 551362), 88016 (BN 540916), 88018 (BN 551129), 88019 (BN 540919), 88020 (BN 551130), 88021 (BN 551313), 88022 (BN 551261), 88023 (BN 551334), 88024 (BN 551128), 88025 (BN 551399), 88026 (BN 551208), 88027 (BN 551163), 88028 (BN 551125), 88029 (BN 540929), 88030 (BN 551338), 88031 (BN 551433), 88032 (BN 540932), 88034 (BN 540934), 88035 (BN 540935), 88036 (BN 551252), 88037 (BN 551220), 88038 (BN 551239), 88039 (BN 551165), 88040 (BN 551438), 88041 (BN 551213), 88042 (BN 551161), 88043 (BN 551430), 88044 (BN 551210), 88045 (BN 551424), 88046 (BN 540946), 88047 (BN 551407), 88048 (BN 540948), 88049 (BN 551409), 88050 (BN 551164),

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