



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

8471-C
OCT 6 1994 1:25 PM
RECORDED & INDEXED

(817) 333-3187
Docket No. BN7270

VIA UPS

October 5, 1994

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

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 August 15, 1976 and Related Agreement and Assignment; and Supplemental Agreement Dated as of August 2, 1982**

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 September 23, 1994, by which all right, title and interest in and to the existing equipment covered by the Conditional Sale Agreement Dated as of August 15, 1976 and the Supplemental Agreement Dated as of August 2, 1982 is conveyed to Burlington Northern Railroad Company from Mercantile-Safe Deposit and Trust Company.

The Conditional Sale Agreement Dated as of August 15, 1976 and the Supplemental Agreement Dated as of August 2, 1982, the primary documents to which the Bill of Sale and Release of Security Interest is connected, were recorded with the Interstate Commerce Commission on September 10, 1976 and August 11, 1982, respectively and assigned Recordation Nos. 8471 and 8471-B, respectively. The related Agreement and Assignment was filed with the Interstate Commerce Commission on September 10, 1976 and

Ms. Mildred Lee, Recordations
October 5, 1994
Page 2

assigned Recordation No. 8471-A.

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

Trustee: Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21201

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

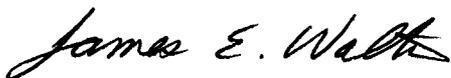
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibits "A" and "B" of said document.

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 September 23, 1994, to Conditional Sale Agreement Dated as of August 15, 1976 (ICC Recordation No. 8471, September 10, 1976) and Supplemental Agreement Dated as of August 2, 1982 (ICC Recordation No. 8471-B, August 11, 1982) conveying the equipment described on Exhibits "A" and "B" of said document.

Very truly yours,



James E. Walton
Legal Assistant

Enclosures

8471-c

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Executed in 7 Counterparts
of which this is No. 2

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, PACCAR, INC (the "Manufacturer") and Burlington Northern Inc. (the "Railroad"), have entered into a Conditional Sale Agreement dated as of August 15, 1976, ("Agreement No. 76-9") covering the railroad equipment described in Exhibit "A" hereto (the "No. 76-9A Equipment");

WHEREAS, Agreement No. 76-9 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on September 10, 1976, and assigned Recordation No. 8471;

WHEREAS, the Manufacturer thereafter assigned its rights under Agreement No. 76-9 and its right, security title and interest to the No. 76-9A Equipment to Mercantile-Safe Deposit and Trust Company (the "Agent"), pursuant to an Agreement and Assignment dated as of August 15, 1976, between the Manufacturer and the Agent; said Agreement and Assignment was filed with the Interstate Commerce Commission on September 10, 1976, and assigned Recordation No. 8471-A;

WHEREAS, the Railroad and the Manufacturer have entered into a Supplemental Agreement dated as of August 2, 1982 ("Supplemental Agreement No. 76-9" hereinafter together with Agreement No. 76-9 the "Agreements") covering the equipment described in Exhibit "B" hereto (the "No. 76-9B Equipment" hereinafter together with the No. 76-9A Equipment the "Equipment");

WHEREAS, Supplemental Agreement No. 76-9 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on August 11, 1982, and assigned Recordation No. 8471-B;

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 does hereby (a) acknowledge that the Agreements 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.

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 Agent 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 23rd day of September, 1994.

DOUBLE HOPPER CARS, 100-TON CAPACITY (8 TOTAL):

Current BN Number

953991 - 953992

953994 - 953999