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BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

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FILED

SEP 3 1993 2 15 PM
INTERSTATE COMMERCE COMMISSION

(817) 878-2389
Docket No. F74682

3-246A035

SEP 3 2 37 PM '93
FEDERAL RECORDATION UNIT

September 1, 1993

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) Construction and Conditional Sale Agreement (No. 94)

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) Construction and Conditional Sale Agreement (No. 94), dated as of June 1, 1976, is conveyed to Burlington Northern Railroad Company.

The Construction and Conditional Sale Agreement, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on July 16, 1976, and assigned Recordation No. 8411.

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

Ms. Mildred Lee, Recordations
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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 B 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) Construction and Conditional Sale Agreement (No. 94) (ICC Recordation No. 8411, July 16, 1976), conveying the equipment described on Exhibit B of said document.

Very truly yours,



Rebecca R. Martin
Legal Assistant

Enclosures

8411-C
SEP 6 1993 2 45 PM
INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts
of which this is No. 4

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

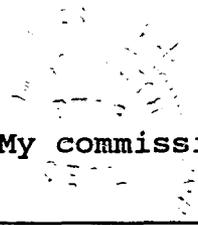
By: W. A. Johnson

ATTEST:

R. Ruff

STATE OF MISSOURI)
) ss
COUNTY OF St. Louis)

On this 30th day of November, 1992, before me personally appeared W. A. JOHNSON, to me personally known, who, being by me duly sworn, says that he/she is a Vice President of Mercantile Bank of St. Louis National Association, 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.


My commission expires:

James Moll
Notary Public

JAMES MOLL
NOTARY PUBLIC—STATE OF MISSOURI
ST. LOUIS CITY
MY COMMISSION EXPIRES NOV. 16, 1993

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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