BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

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

(817) 333-3187
Docket No. F76077

FEDERAL EXPRESS

RECORDATION NO. 9277-C FILED 1425

MAR 21 1994 - 12 45 PM

INTERSTATE COMMERCE COMMISSION

March 16, 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 St. Louis-San Francisco Railway Company (now by merger Burlington Northern Railroad Company) Conditional Sale Agreement (No. 99), and Related Agreement and Assignment**

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 March 10, 1994, by which all right, title and interest in and to the existing equipment covered by the St. Louis-San Francisco Railway Company (now by merger Burlington Northern Railroad Company) Conditional Sale Agreement (No. 99), dated as of January 1, 1978, is conveyed to Burlington Northern Railroad Company.

The 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 March 13, 1978, and assigned Recordation No. 9277. The related Agreement and Assignment was recorded with the Interstate Commerce Commission on March 13, 1978, and assigned Recordation No. 9277-A.

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

Agent: Mercantile Bank of St. Louis N.A.
Mercantile Tower, 17th Floor
8th and 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 check in the amount of $16.00 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 March 10, 1994, to the St. Louis-San Francisco Railway Company (now by merger Burlington Northern Railroad Company) Conditional Sale Agreement (No. 99) (ICC Recordation No. 9277, March 13, 1978), conveying the equipment described on Exhibit "A" of said document.

Very truly yours,

James E. Walton

James E. Walton
Legal Assistant

Enclosures

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INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts of which this is No. 7

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, PACCAR, INC. and PORTEC, INC. (Paragon Division) (collectively 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. 99) dated as of January 1, 1978, ("Agreement No. 99") covering the railroad equipment described in Exhibit "A" hereto ("No. 99 Equipment");

WHEREAS, Agreement No. 99 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on March 13, 1978, and assigned Recordation No. 9277;

WHEREAS, the Builder thereafter assigned its rights under Agreement No. 99 and its right, title and interest to the No. 99 Equipment to Mercantile Trust Company N.A. (now Mercantile Bank of St. Louis N.A.) (the "Agent"), pursuant to an Agreement and Assignment dated as of January 1, 1978, between the Builder and Agent; said Agreement and Assignment was filed with the Interstate Commerce Commission on March 13, 1978, and assigned Recordation No. 9277-A;

WHEREAS, on March 23, 1990, notice was given that the road numbers of the No. 99 Equipment had been changed in a Statement of New Road Numbers which was filed with the Interstate Commerce Commission on March 26, 1990 and assigned Recordation No. 9277-B;

WHEREAS, the Agent and the Railroad have entered into a Construction and Conditional Sale Agreement (No. 100) dated as of January 1, 1978, ("Agreement No. 100" and hereinafter together with Agreement No. 99 the "Agreements") covering the railroad equipment described in Exhibit "B" hereto ("No. 100 Equipment" and hereinafter together with the No. 99 Equipment the "Equipment");

WHEREAS, Agreement No. 100 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on February 15, 1978, and assigned Recordation No. 9240;

WHEREAS, from time to time, notice was given that the road numbers of the No. 100 Equipment had been changed in Statements of New Road Numbers which were filed with the Interstate Commerce Commission, the last of which was filed on February 12, 1991, and assigned Recordation No. 9240-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, 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; 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 10th day of March, 1994.

Mercantile Bank of St. Louis N.A.

By: _____

ATTEST:

_____

STATE OF _____

COUNTY OF _____, ss:

On this 10th day of March, 1994, before me personally appeared W. A. Johnson, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of Mercantile Bank of St. Louis N.A., 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

GRACE HUNTER
Notary Public – Notary Seal
STATE OF MISSOURI
St. Louis City
My Commission Expires: April 25, 1997

Grace Hunter
Notary Public

My commission expires:

_____

GONDOLA CARS, 100-TON CAPACITY (10 TOTAL):

Previous SLSF Number	Current BN Number
103029	964746
103030	965296
103031	964749
103032	
103033	965294
103034	
103035	964778
103036	
103037	964779
103038	964736

BI-LEVEL AUTO RACKS (23 TOTAL):

Current SLSF Number
201 - 205
207 - 221
223 - 225

OPEN TOP HOPPER CARS (371 TOTAL):

Previous SLSF Number	Current BN Number
88600	541500
88601	541471
88602	541510
88603	551365
88604	541504
88605	551121
88606	551270
88607	541507
88609	541509
88610	541510
88611	541511
88612	541512
88613	551114
88614	541514
88615	541515
88616	551203
88617	551389
88618	541518
88619	551155
88620	541520
88621	541521
88622	541522
88623	541523
88624	541480
88625	541525
88626	541526
88628	551180
88629	541529
88630	551504
88631	551264
88632	541532
88633	541533
88634	541534
88635	551323
88636	541536
88637	541537
88638	551059
88639	541539
88640	541540
88641	541541
88642	551359
88644	541544
88645	551223
88646	541546
88647	551310
88648	551353

88649	541549
88650	541550
88651	551472
88652	541552
88653	551316
88654	551087
88655	541555
88656	551266
88657	551046
88658	551467
88659	541559
88660	551260
88661	541561
88662	541562
88663	551508
88664	551185
88665	541565
88666	551219
88667	551231
88668	541568
88669	551371
88670	551160
88671	541571
88672	541572
88673	541573
88674	551146
88675	551320
88676	551122
88677	541577
88678	551513
88679	541579
88680	551035
88682	551336
88683	541583
88684	541584
88685	541585
88686	541586
88687	551274
88688	551482
88689	551354
88690	541590
88691	541591
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88698	541598
88699	541599

88700	551456
88701	541601
88702	551273
88704	541604
88705	541605
88707	541607
88709	551300
88711	551462
88712	551335
88713	551372
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88715	551288
88716	551458
88717	541617
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88720	551400
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88744	551488
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