



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2385
Docket No. BN18082

RECORDATION NO. 14265-B FILED 1425

FEDERAL EXPRESS AUG 24 1990 -3 10 PM
INTERSTATE COMMERCE COMMISSION

U-236A035

August 23, 1990

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 Burlington Northern
Railroad Company Conditional Sale Agreement and
Related Agreement and Assignment

Dear Ms. Lee:

I am enclosing four 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
Burlington Northern Railroad Company Conditional Sale
Agreement, dated as of January 15, 1984, 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 February 1, 1984, and assigned Recordation
No. 14265. The related Agreement and Assignment was
filed with the Interstate Commerce Commission on
February 1, 1984, and assigned Recordation No. 14265-A.

CC: WJ CG G 12 834

Ms. Mildred Lee, Recordations
August 23, 1990
Page 2

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

Agent: 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

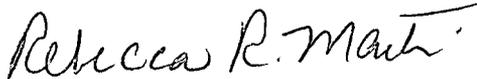
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit B of said document.

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 Burlington Northern Railroad Company Conditional Sale Agreement (ICC Recordation No. 14265, February 1, 1984), conveying the equipment described on Exhibit B of said document.

Very truly yours,



Rebecca R. Martin
Legal Assistant

RRM/tmh/FINA0161.DOC

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/27/90

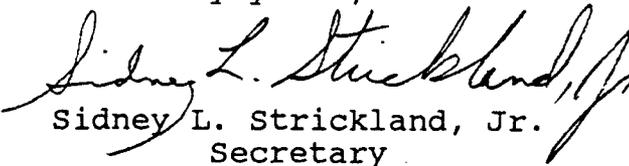
OFFICE OF THE SECRETARY

Rebecca R. Martin
Legal Assistang
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 8/24/90 at 3:10pm , and assigned recordation number(s). 14265-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO

14265-B
FILED 1425

AUG 24 1990 -3 10 PM

INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts
of which this is No. 5

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, the Builders described in Exhibit A hereto (the "Builders") and Burlington Northern Railroad Company (the "Railroad"), have entered into a Conditional Sale Agreement dated as of January 15, 1984, (the "Agreement") covering the railroad equipment described in Exhibit B hereto (the "Equipment");

WHEREAS, the Conditional Sale Agreement was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on February 1, 1984, and assigned Recordation No. 14265;

WHEREAS, the Builders thereafter assigned their rights under the Conditional Sale Agreement and their right, title, and interest to the Equipment to Mercantile-Safe Deposit and Trust Company (the "Agent"), pursuant to an Agreement and Assignment dated as of January 15, 1984, between the Builders and Agent; and said Agreement and Assignment was filed with the Interstate Commerce Commission on February 1, 1984, and assigned Recordation No. 14265-A; 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 Agreement and the Railroad has performed all obligations therein contained.

NOW THEREFORE, the Agent, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has 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 Exhibit B; and (c) release any security interest it may have had in the Equipment described in Exhibit 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 Agreement.

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-Safe Deposit and Trust Company, 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 15 day of August, 1990.

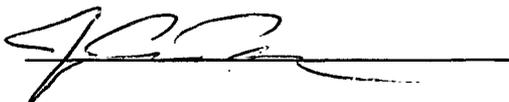
MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY

By: _____



VICE PRESIDENT

ATTEST:



STATE OF MARYLAND)
COUNTY OF Baltimore) ss

On this 15 day of August, 1990, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he/she is a VICE PRESIDENT of Mercantile-Safe Deposit and Trust Company, 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.

Rutkowski
Notary Public

My commission expires:

July 1, 1995

NAMES AND ADDRESSES OF BUILDERS

Kershaw Manufacturing Co., Inc.
c/o D. J. Hogan Co.
327 South LaSalle Street
Chicago, IL 60604

Tamper Division, Canron Corp.
2401 Edmund Road
West Columbia, SC 29169

Evans Engine & Equipment Co.
22431 83rd Avenue So.
Kent, WA 98031

Jackson Jordan, Inc.
P. O. Box 95036
1699 E. Woodfield Road
Schaumburg, IL 60195

Harsco Corporation
Fairmont Railway Motor
Division
Camp Hill, PA 17011

Protec, Inc. - RMC Div.
900 Freeport Road
Pittsburgh, PA 15230

Air Power Equipment Corp.
2631 University Avenue
St. Paul, MN 55114

Railway Track Work Co.
2381 Philmont Ave.
Bethayers, PA 19006

Racine Railroad Products, Inc.
1524 Frederick Street
Racine, WI 53404

Modern Track Mach., Inc.
1061 Davis Road
Elgin, IL 60120

Rexnord, Inc.
c/o Russell Railway Supply
4940 Viking Drive
Minneapolis, MN 55435

Pettibone Corporation
4700 West Division Street
Chicago, IL 60651

Transportation Products
Company
Suite 1763
332 Michigan Avenue So.
Chicago, IL 60604

W. J. Nelson & Sons, Inc.
P. O. Box 218
Opheim Rd. & Hwy. 150
Opheim, IL 61468

John Deere Industrial
Equipment Co.
400 19th Street
Moline, IL 61265

Mobile International Inc.
P. O. Box 470036
Tulsa, OK 74147

Maxson Corporation
500 Como Avenue
P. O. Box 43585
St. Paul, MN 55164

Portec, Inc.
Railcar Division
1800 Century Blvd., N.E.
Suite 680
Atlanta, GA 30345

T. C. Johnson Co.
521 E. Washington Street
Chargin Falls, OH 44022

<u>Description</u>	<u>Qty</u>	<u>Burlington Northern Identifying Number</u>
44-1 Rotary Scarifier	3	X42-0091-0093
12-4 Tie Crane (Stiff Boom)	2	X60-0155-0156
12-4 Tie Crane (Art. Boom)	1	X60-0154
46-1 Ballast Regulator with snowplow	5	X06-0227-0229 X06-0231-0232
26-2-1 Ballast Regulator Broom	22	X06-0205-0226
48-1 Ballast Compactor	1	X86-0009
35-8 Double Ballast Broom	2	X05-0032-0033
TBR-30-H Ballast Regulator with snowplow	1	X06-0230
Electromatic ESJDG Mark II Spot switch tamper	12	X54-0151-0155 X54-0170-0177
RH-20 Rail Heater	1	X82-0020
CSC-1 Shoulder Ballast Compactor	2	X86-0010-0011
ESTR 130AG 16 Tool Truss Type Switch/Production Tamper	7	X54-0156-0162
ES Electromatic Mark II Switch Tamper	12	X56-0123-0134
SGR Hydraulic Tie Remover	5	X064-0037-0041
GO-4 Trac Gopher	1	X80-0014
TR-1 Tie Remover/Inserter	3	X63-0039-0040-0041
Model DB Double Ballast Broom	11	X05-0034-0044
Terex Model 72-61 Loader	1	X24-0206
4-100 Hydraulic Spreader Ditcher	1	BN972674

6700 16 Tool Switch/Spot/ Production Tamper	1	X54-0169
3300 S. Slave Tamper	1	X56-0142
2900 ES Slave Tamper	7	X56-0135-0141
6500 Switch/Spot/Production Tamper	6	X54-0163-0168
W86F Rail Lifter	1	X38-0094
W-71-B Tie Sprayer	2	X66-0073 X66-0077
W-114-C Tie Shear	3	X40-0086-0088
W-113-Dual Spike Puller	6	X47-0243-0248
W-119-B Tie Inserter	1	X61-0050
W-96-B Spike Setter-Driver	2	X44-0130-0131
RMC Model D Tie Gang Spiker "Zapper"	6	X44-0132-0134 X44-0145-0147
Spike Cleaner	7	X84-0003-0009
HD28 Brush Cutter	3	X11-0029-0031
TKO Tie Remover/Inserter	1	X63-0038
Ingersoll Rand P-375WD Air Compressor	1	X02-5536
Ingersoll Rand P-175WD Air Compressor	13	X02-3688-3700
DWDS-4 Anchor Cribber	4	X18-0077-0080
2181-B Bridge Timber	4	X17-0040-0043
Handler Crane 2181-A Tie Handler with Brushcutter Attachment	2	X33-0102-0103 (Now X60-0163- X60-0164)
Anchor Applicator	4	X01-0147-0150
Geismar-Stumec AS-3 Hydraulic Spike Puller	12	X47-0249-0260

Geismar-Stumec BSR-8 Track Wrench	9	X09-0326-0334
Geismar-Stumec DN-8 Power Router	3	X03-0126-0128
Geismar RV-D Track Shifter	4	X68-0117-0120
Galion ML-40 Material Lift	2	X24-0228-0229
Galion 200 F Crane	2	X16-0042-0043
Nordberg Model B Gauger Spiker	12	X44-0135-0144 X44-0148-0149
Rexnord KT Tie Drills	2	X23-0113-0114
Nordberg "CLAWS" Dual Spike Puller	15	X47-0227-0242
441-B Speedswing Material Lift	20	X24-0207-0208 X24-0210-0227
Little Giant SPRS-48 (20 Ton) Rail Crane	1	975071
Little Giant 32 (15 Ton) HY-Rail Truck Crane	1	X15-0064
Little Giant 34TXR HY-Rail Hydraulic Excavator	2	X15-0062-0063
"SNOOPER" HY-Rail Bridge Inspection Crane	1	BN-8575 (Now X91-0002)
Ohio 55/80 Ton Diesel Elect. Locomotive Crane	2	BN975507-975508
Ohio 30/40 Ton Diesel Elect. Locomotive Crane	1	BN975323
Ford 340A Tractor/Loader	6	X32-0396-0401
John Deere 310-B Backhoe/Loader	7	X32-0402-0408
4-man Univans	17	BN968683-BN968699
2-man Univans	8	BN968700-BN968707

7-man Univans	36	BN968708-BN968746*
8-man Univans	30	BN968662-BN968682 BN968652-BN968661
High speed scale car	1	BN979024
Air dump cars	40	BN965240-BN965279
Bi-level enc. auto racks	112	BN7181-BN7294

*BN968726 renumbered to BN961473
BN968722 renumbered to BN961474