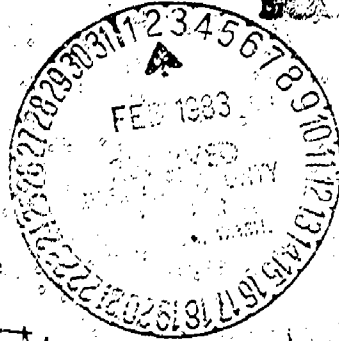


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Release No. 17010

Deed of Release - Prior Lien Mortgage

THIS INDENTURE, made this 25th day of January, 1983, between BANKERS TRUST COMPANY, a corporation under the laws of the State of New York, Trustee, hereinafter called "the Trustee", party of the first part, and BURLINGTON NORTHERN RAILROAD COMPANY, a corporation under the laws of the State of Delaware, party of the second part,

WITNESSETH:

WHEREAS, the Northern Pacific Railway Company, (which succeeded to lands and rights to lands granted by Congress to the Northern Pacific Railroad Company, a corporation created and existing by and under an act of Congress of the United States of America, entitled "An Act granting Lands to aid in Construction of a Railroad and Telegraph Line from Lake Superior to Puget's Sound, on the Pacific Coast, by the Northern Route", approved July 2, 1864) in and by a certain mortgage bearing date the tenth day of November, A.D. 1896, did mortgage unto The Mercantile Trust Company, as Trustee, certain railways and other property including the lands hereinafter described which mortgage was given to secure the payment of the Prior Lien Railway and Land Grant Gold Bonds of said Northern Pacific Railway Company to be issued to an amount not exceeding \$130,000,000; and

WHEREAS, said The Mercantile Trust Company has been merged into and with the Trustee, which has thereby become the corporate successor of said The Mercantile Trust Company, and the Northern Pacific Railway Company, the mortgagor in said mortgage, did on the eleventh day of October, 1911, duly appoint the Trustee as trustee of said mortgage in the place of and as successor to The Mercantile Trust Company, which it was authorized to do by the terms of said mortgage, and

WHEREAS, on March 2, 1970 the Northern Pacific Railway Company has been merged into and with Burlington Northern Inc. and by Supplemental Indenture dated March 2, 1970, to said mortgage Burlington Northern Inc. has assumed and agreed to be bound by all the covenants and conditions of said mortgage therein agreed to be kept and performed by Northern Pacific Railway Company,

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and has succeeded to and been substituted for Northern Pacific Railway Company in said mortgage, and

WHEREAS, on April 2, 1981, an Agreement of Merger and Plan of Reorganization provided for a change of name from Burlington Northern Inc. to Burlington Northern Railroad Company, and

WHEREAS, the Trustee is authorized in and by said mortgage by itself, or by its authorized attorney, to release from the lien of said mortgage any lands which may be sold upon payment to the Trustee of the net sum received from such sales, so that the purchaser, or purchasers thereof, shall take and hold the same free from any encumbrance existing by reason of said mortgage, and

WHEREAS, all the lands hereinafter described have been sold and conveyed by the party of the second part and the Trustee has received the net proceeds realized from the sale thereof as provided in said mortgage;

NOW, THEREFORE, this Indenture Witnesseth that the Trustee, in consideration of the premises and the payment to it of the net proceeds realized from the sale of said lands, the receipt whereof is hereby acknowledged, does hereby release and discharge from the lien of said mortgage all its right, title and interest, as Trustee in and to the following described land, situate in the County of Skamania and the State of Washington:

Government Lot 3 and 5.65 acres of Government Lots 1 and 2, Section 15, Township 9 North, Range 5 East, W.M. - 50.55 acres, as shown on a plat recorded July 17, 1970, in Book A, at Page 149, records of Skamania County, Washington; and

All of Section 9, Township 8 North, Range 5 East, W.M. - 640.00 acres.

And the Trustee hereby covenants and agrees with the said party of the second part that the grantee of the said party of the second part shall hold the land so conveyed by the said party of the second part free and clear and discharged from the lien and encumbrance of said mortgage and every part thereof; provided, however, the recitals herein are to be taken as recitals only of the party of the second part and not of the Trustee, and the reservations and exceptions, if any, set forth in the foregoing description are intended to be for the benefit of the Trustee as well as the party of the second part and the lien of the aforesaid mortgage on the rights and interests so reserved and excepted, if any, are not released and nothing herein contained

shall in anywise affect, alter or diminish the liens or encumbrances of the aforesaid mortgage on any of the properties covered by it which are not hereby specifically released.

IN WITNESS WHEREOF, the Trustee has caused this release to be signed by one of its Vice Presidents and attested by its Secretary or Assistant Secretary the day and year first above written.

BANKERS' TRUST COMPANY, Trustee

By

Vice President

ATTEST:

Herbert A. Branch



Witness:

Alphonse L. Schuch

Adithi Bhanu

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 25th day of January, 1983, before me personally appeared H. K. Klogman, to me personally known, who, being by me duly sworn, did say that he is one of the

Vice Presidents of Bankers Trust Company, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation, and that he signed his name thereto by like authority, and he acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,
the day and year last aforesaid.

LORRRAINE KABUZYSKI
Notary Public, State of New York
No. 40,400,783
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires March 30, 1984