

Excerpted in 36 Supplements
of which this is No. 18



**MANUFACTURERS HANOVER TRUST COMPANY
AS TRUSTEE**

**SATISFACTION AND RELEASE OF FIRST MORTGAGE
OF
SPOKANE, PORTLAND AND SEATTLE RAILWAY COMPANY
DATED MARCH 1, 1911.**

ANNO ALI MUN BY THESE PRESENTS THAT:
WITNESSETH

By Indenture dated March 1, 1911, made between Spokane, Portland and Seattle Railway Company, a Washington corporation, Grantor, Mortgagor (herein called "Railway Company"), and it and its successor in interest and title by merger Burlington Northern Inc., herein collectively called "Railway Company", and Central Trust Company of New York a New York corporation, as Trustee (herein called "Trustee", and it and its successors in trust, including Manufacturers Hanover Trust Company, herein collectively called "Trustees"), the Railway Company granted, bargained, sold, aliened, remised, released, conveyed, confirmed, assigned, transferred and set over to said Central Trust Company of New York real and personal property of the Railway Company therein described, to be held by said Central Trust Company of New York, as Trustee, to secure the payment by the Railway Company of its First Mortgage Gold Bonds to be issued in an amount not to exceed \$125,000,000 aggregate principal amount at any one time outstanding in accordance with the terms of said Indenture (hereinafter called the Indenture). The Indenture was recorded in the Land Registry Records in the City of County and State on the day at the place shown in the Mortgage Recording Schedule a part hereof, reference to which may be made.

Thereafter, the Railway Company issued and sold Central Trust Company of New York, as Trustee, unauthenticated First Mortgage Gold Bonds (hereinafter called Bonds) of the principal amount of \$80,000,000. Of the Bonds so issued, one Bond in the principal amount of \$8,200,000 was retained in the treasury of the Railway Company and Bonds in the principal amount of \$710,000 were issued in temporary form and registered in the name of others than the Railway Company.

Subsequently, Central Trust Company of New York merged into Central Union Trust Company of New York and simultaneously changed its name to Central Union Bank and Trust Company of New York. Central Union Bank and Trust Company of New York merged into itself The Hanover Bank of New York and simultaneously changed its name to Central Hanover Bank and Trust Company. Thereafter, on June 30, 1961, Central Hanover Bank and Trust Company duly changed its name to Manufacturers Hanover Trust and thereon, on September 8, 1961, The Hanover Bank merged with Manufacturers Trust Company and simultaneously changed its name to Manufacturers Hanover Trust Company, and Manufacturers Hanover Trust Company continues to be the duly qualified and acting Trustees under said Indenture.

The Indenture has been supplemented by Indentures dated March 1, 1903, and March 1, 1971, (individually a "Supplemental Indenture" and collectively, the "Supplemental Indentures"), by which, inter alia, provision was made for the surrender to the Trustee for cancellation of the said one Bond in the principal amount of \$8,200,000 theretofore retained by the Railway Company in its treasury, and the maturity date for payment of the \$82,710,000 principal amount of Bonds otherwise outstanding under the Indenture all held by one registered holder, namely Burlington Northern Inc., was extended to March 1, 1991.

Registered
Indenture
Index
18
March 1, 1971

By an Agreement and Plan of Merger dated February 26, 1979, made by and between Spokane, Portland and Seattle Railway Company (herein called the "Spokane Company") and Burlington Northern Inc. (herein called "Burlington"), Spokane Company was merged into Burlington, with Burlington the surviving corporation, the separate corporate existence of Spokane Company ceasing, and all of Spokane Company's assets, property, rights, privileges, leases, patents and franchises, of whatsoever nature and description, subject to all of its liabilities and obligations including the Indenture, was transferred to, vested in, and devolved upon Burlington. Said merger was in all respects effective, fully accomplished and consummated November 1, 1979. As a consequence of said merger the title, estate, interest and equity of Spokane, Portland and Seattle Railway Company, the Grantor, Mortgagor, Debtor under said Indenture as supplemented has been in law merged into and with the title, estate, interest and equity of Burlington Northern Inc., the sole and only registered holder of all of the \$42,710,000 principal amount of Bonds outstanding under the Indenture, Creditor, and the debt evidenced thereto in law extinguished.

The Railway Company has deposited with the Trustee for cancellation all of the \$42,710,000 principal amount of Bonds outstanding under the Indenture, and the Railway Company has demanded that the Trustee discharge the Indenture as supplemented, and has demanded that the Trustee deliver for filing an instrument of satisfaction and release with respect to the Indenture and the Supplemental Indentures.

NOW, THEREFORE, In compliance with said demand, and, for valuable consideration, the receipt of which is hereby acknowledged, the Trustee does hereby release and quitclaim forever unto the Railway Company, its successors and assigns, all and every estate, property, right, title, interest, equity and demand which the Trustee may have under the Indenture and Supplemental Indentures to all property subject to the lien of the Indenture and Supplemental Indentures and agrees that the estate, right, title, interest and equity granted by the Indenture and Supplemental Indentures to the Trustee has ceased, determined, and become null and void; the Trustee hereby consents that all rights created by the Indenture and Supplemental Indentures may be cancelled, discharged, satisfied and released of record; the Trustee hereby discharges the Indenture and Supplemental Indentures from record and hereby authorizes any recording officer in whose office the Indenture and Supplemental Indentures shall have been recorded to cancel the Indenture and the Supplemental Indentures upon the records in his office.

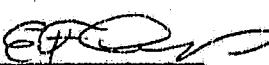
This Satisfaction and Release of First Mortgage of Spokane, Portland and Seattle Railway Company, dated March 1, 1911, including the foregoing cancellation, discharge, satisfaction, release and reconveyance, is made and accepted without representation, warranty or covenant of any kind, either expressed or implied, in law or in equity, of the Trustee, and shall in all respects be without recourse against the Trustee in any event or any contingency. The recitals herein are made on the basis of information furnished by the Railway Company and the Trustee assumes no responsibility for the accuracy thereof.

This instrument is executed in a number of counterparts for the convenience of recording, each part so executed being an original, and the counterparts together constitute the same instrument which shall be sufficiently evidenced by an original counterpart.

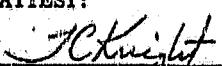
IN WITNESS WHEREOF, MANUFACTURERS HANOVER TRUST COMPANY, the Trustee, has caused this instrument to be executed in its corporate name, and its corporate seal to be affixed and attested by officers duly authorized as of this 30th day of January, 1981.

MANUFACTURERS HANOVER
TRUST COMPANY, as Trustee

Corporate Seal of
Manufacturers Hanover
Trust Company

By 
E. F. Cockings
Assistant Vice President

ATTEST:


T. C. Knight
Assistant Secretary

STATE OF NEW YORK
CITY OF NEW YORK
COUNTY OF NEW YORK--25.

On this 30th day of January, 1981, before me, personally appeared E. F. Cockings, and T. C. Knight, to me personally known to be an Assistant Vice President and an Assistant Secretary, respectively, of MANUFACTURERS HANOVER TRUST COMPANY, the corporation which executed the foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath they respectively stated that they were authorized to execute and attest to said instrument and that the seal affixed in the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office, in the City of New York, the day and year last aforesaid.

Mary Leonard
Mary Leonard

Notary Public, State of New York
Certificate No. 40-7495520, Qualifid in
Putnam County, Certificate Filed in #31
New York County, My Commission
Expires: March 30, 1982

(Notarial Seal)

Unofficial
Copy

MORTGAGE RECORDING SCHEDULE of the First Mortgage of Spokane, Portland and Seattle Railway Company, dated March 1, 1911, as supplemented in the Land Registry Records, referred to in the Satisfaction and Release of Mortgage of which this Schedule forms a part, to wit:

County	Office of	Date Filed or Recorded	Book	Page	Item or Document Number	Personal Property Filing Item Document or File Number
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FIRST MORTGAGE DATED MARCH 1, 1911

STATE OF OREGON

		March, 1911		March, 1911
Multnomah	County Clerk	20th	415	278
Columbia	County Clerk	22nd		
Clatsop	County Clerk	21st		

STATE OF WASHINGTON

		March, 1911		March, 1911
Clark	County Auditor	21st		21st
Skamania	County Auditor	21st	"10"	21st, "O"-283
Klickitat	County Auditor	21st	28	21st, 11
Franklin	County Auditor	21st	11	21st, 2-505
Benton	County Auditor	21st	12	21st, 1-48
Adams	County Auditor	22nd	40	22nd, 7-46
Whitman	County Auditor	22nd	144	22nd, 91-11
Lincoln	County Auditor	21st	84	21st, "N"-586
Spokane	County Auditor	21st	212	21st, 22-1

INTERSTATE COMMERCE COMMISSION

Recorded pursuant to the provisions of Section 20c of the Interstate Commerce Act (49 U.S.C. § 20c—now 49 U.S.C. §11303), December 15, 1971 at 1:16 P.M. and assigned recordation numbers 0423 and 0423-A.

County	Office of	Date Filed or Recorded	Book	Page	Item or Document Number	Entered Date	Entered by	Doc Search or File Number
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SUPPLEMENTAL INDEBTEDNESS DATED MARCH 1, 1961

TO

FIRST MORTGAGE DATED MARCH 1, 1921

STATE OF OREGON

March, 1961

Multnomah	County Clerk	7th	2124	1
Columbia	County Clerk	9th	58	414
Cowlitz	County Clerk	9th	145	782
Washington	County Cle. &	9th	415	269

STATE OF WASHINGTON

Clark	County Auditor	9th		520003
Shamania	County Auditor	9th	38	232
Klickitat	County Auditor	9th	92	148
Franklin	County Auditor	7th	104	239
Benton	County Auditor	7th	147	125
Adams	County Auditor	7th	163	16
Whitman	County Auditor	7th	238	192
Lincoln	County Auditor	9th	104	226
Spokane	County Auditor	9th	173	497

INTERSTATE COMMERCE COMMISSION

Recorded pursuant to the provisions of Section 20c of the Interstate Commerce Act (49 U.S.C. §20c...now 49 U.S.C. §1(16B)), December 16, 1971 at 1:15 P.M. and assigned recordation numbers 6423 and 6429-A.

County	Office of	Date Filed, or Recorded	Book	Page	Item or Document Number	Personal Property Filing Item, Document or File Number
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SUPPLEMENTAL INDENTURE DATED MARCH 1, 1971

TO
FIRST MORTGAGE DATED MARCH 1, 1911

STATE OF OREGON

March, 1971

Multnomah	County Clerk	10th	776	479	56667
Columbia	County Clerk	10th	115	214	1275
Clatsop	County Clerk	10th	341	897	262093
Washington	County Clerk	10th	809	146	497

STATE OF WASHINGTON

March, 1971

Clark	County Auditor	10th	87	820	774850
Skamania	County Auditor	10th	48	830	73205
Hutchinson	County Auditor	10th	104	69	188248
Franklin	County Auditor	10th	31	890	323667
Benton	County Auditor	10th	259	724	610433
Adams	County Auditor	10th	15	94	133393
Whitman	County Auditor	10th	824	866	397524
Lincoln	County Auditor	10th	108	906	223000
Spokane	County Auditor	10th	84	1191	537195C

INTERSTATE COMMERCE COMMISSION

Recorded pursuant to the provisions of Section 20c of the Interstate Commerce Act (49 U.S.C. §20c - now 49 U.S.C. §11303), December 15, 1971 at 1:15 P.M. and assigned recordation numbers 6428 and 6429-A.

92301

BOOKS PAGE 659

State Feed Tax Due Hereon: None

Mortgage Registration Tax Due Hereon: None

Real Property Taxes For The Within Described Real Property Should be Sent to:

Director, Property Taxes
Burlington Northern Inc.
176 East Fifth Street
St. Paul, Minnesota 55101

Address of the parties to the foregoing instrument:

Manufacturers Hanover Trust Company
Attn: Corporate Trust Department
60 Wall Street
New York, New York 10015

Burlington Northern Inc.
Attn: Director of Property Management
176 East Fifth Street
St. Paul, Minnesota 55101

This instrument was drafted by:

Robert L. Bartholic
Assistant General Counsel
Burlington Northern Inc.
Law Department, Room 1130
176 East Fifth Street
St. Paul, MN 55101

STATE OF MINNESOTA : ss
CITY OF ST. PAUL : cc
I DO CERTIFY THAT THE WRITING

IS A COPY OF WRITING DATED BY

Burlington Northern

o At Paul, Min

At 12:15 P.M. April 19 81

WAS SERVED - 0 IN 2001 57

o At 12:15 P.M. April 19 81

RECEIVED AT LIBRARY - 0 IN 2001 57

DJ

May 1981