

Executed in 50 Counties  
of which this is No. 13



**MANUFACTURERS HANOVER TRUST COMPANY  
AS TRUSTEE**

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

**KNOW ALL MEN BY THESE PRESENTS THAT:  
WITNESSETH**

By Indenture dated March 1, 1911, made between Spokane, Portland and Seattle Railway Company, a Washington corporation, Grantor, Mortgagee (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 "Trustee"), the Railway Company granted, bargained, sold, aliened, remised, released, 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). Said Indenture was recorded in the Land Registry Records in the City of County and State on the day and at the place shown in the Mortgage Recording Schedule a part hereof, reference to which is hereby made.

Thereafter, the Railway Company issued and said Central Trust Company of New York, as Trustee, authenticated First Mortgage Gold Bonds (hereinafter called the Bonds) of the principal amount of \$20,000,000. Of the Bonds so issued, one Bond in the principal amount of \$2,000,000 was retained by the treasury of the Railway Company and Bonds in the principal amount of \$79,710,000 were issued in temporary form and registered in the name of others than the Railway Company.

Whereafter, Central Trust Company of New York merged into said Union Trust Company of New York and simultaneously changed its name to Central Union Trust Company of New York; thereafter Central Union Trust Company of New York merged with 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 The Hanover Bank; and thereafter, 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 Trustee under said Indenture.

The Indenture has been supplemented by Indentures dated March 1, 1911, and March 1, 1911, (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 \$2,000,000 theretofore retained by the Railway Company in its treasury, and the maturity date for payment of the \$22,710,000 principal amount of Bonds otherwise outstanding under the Indenture all held by one registered holder, namely Burlington Northern Inc., was extended to March 1, 1981.

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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 thereby 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 liens 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

By   
E. F. Cockings  
Assistant Vice President

ATTEST:

  
T. O. Knight  
Assistant Secretary

Corporate Seal of  
Manufacturers Hanover  
Trust Company

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 is 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. 40-7495620, Qualified in  
Putnam County, Certificate Filed in  
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
<b>FIRST MORTGAGE DATED MARCH 1, 1911</b>						
<b>STATE OF OREGON</b>						
		March, 1911				March, 1911
Multnomah	County Clerk	20th	415	275		20th, indexed
Columbia	County Clerk	22nd				
Clatsop	County Clerk	21st				
<b>STATE OF WASHINGTON</b>						
		March, 1911				March, 1911
Clark	County Auditor	21st				21st
Skamania	County Auditor	21st	"K"	33		21st, "O"-282
Klickitat	County Auditor	21st	28			21st, 11
Franklin	County Auditor	21st	18	240		21st, 2-505
Benton	County Auditor	21st	13	1		21st, 1-48
Adams	County Auditor	22nd	40	458		22nd, 7-46
Whitman	County Auditor	22nd	144	16		22nd, 91-11
Lincoln	County Auditor	21st	34			21st, "N"-536
Spokane	County Auditor	21st	212	380		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. §11803), December 15, 1971 at 1:16 P.M. and assigned recordation numbers 0423 and 0423A.



County	Office of	Date Filed or Recorded	Book	Page	Item or Document Number	Indexed Party 75 is Item, Document or File Number
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**SUPPLEMENTAL INDENTURE DATED MARCH 1, 1961  
TO  
FIRST MORTGAGE DATED MARCH 1, 1911  
STATE OF OREGON**

**March, 1961**

Multnomah	County Clerk	7th	2224	1		
Columbia	County Clerk	9th	88	414		
Clatsop	County Clerk	9th	145	782		
Washington	County Clerk	9th	415	283		

**STATE OF WASHINGTON**

Clark	County Auditor	9th			520337	
Skamania	County Auditor	9th	38	232		
Klickitat	County Auditor	9th	92	148		
Franklin	County Auditor	7th	104	259		
Benton	County Auditor	7th	147	195		
Adams	County Auditor	7th	153	163		
Whitman	County Auditor	7th	298	192		
Lincoln	County Auditor	9th	194	226		
Spokane	County Auditor	9th	573	396		

**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. §11863), December 15, 1971 at 1:17 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, 1971

## STATE OF OREGON

March, 1971

Multnomah	County Clerk	10th	776	479	50687	
Columbia	County Clerk	10th	115	214	1275	
Clatsop	County Clerk	10th	344	897	252098	
Washington	County Clerk	10th	809	146	497	

## STATE OF WASHINGTON

March, 1971

Clark	County Auditor	10th	87	520	774850	
Skamania	County Auditor	10th	48	880	73205	
Hitchitat	County Auditor	10th	104	69	188248	
Franklin	County Auditor	10th	31	390	323667	
Benton	County Auditor	10th	259	724	619433	
Adams	County Auditor	10th	15	94	138303	
Whitman	County Auditor	10th	324	368	397824	
Lincoln	County Auditor	10th	108	906	328090	
Spokane	County Auditor	10th	84	1191	537196C	

## 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. §11803), December 15, 1971 at 1:15 P.M. and assigned recordation numbers 6428 and 6429-A.



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. Bartkale  
Assistant General Counsel  
Burlington Northern Inc.  
Law Department, Room 1130  
176 East Fifth Street  
St. Paul, Minn 55101

STATE OF MINNESOTA )  
COUNTY OF \_\_\_\_\_ )  
I, \_\_\_\_\_, COUNTY CLERK, DO HEREBY CERTIFY THAT THE WITHIN  
INSTRUMENT WAS FILED FOR RECORD BY \_\_\_\_\_  
OF \_\_\_\_\_  
AT 12:14 P.M. APRIL 15, 1989.  
WAS RECORDED IN BOOK \_\_\_\_\_  
PAGE \_\_\_\_\_  
RECORDED IN \_\_\_\_\_  
BY \_\_\_\_\_  
E. M. J. \_\_\_\_\_