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O. Laury
AUDITOR
GARY M. OLSON

Return Address:

CHICAGO TITLE INSURANCE COMPANY
171 N. CLARK - MLC: 04SP
CHICAGO, ILLINOIS 60601
ATTN: ROCHELLE DEMOSS

Please print or type information WASHINGTON STATE RECORDER'S Cover Sheet (RCW 65.04)

Document Title(s) (or transactions contained therein): (all areas applicable to your document must be filled in)

1. INSTRUMENT OF RELEASE AND SATISFACTION OF NORTHERN PACIFIC RAILWAY
2. COMPANY PRIOR LIEN MORTGAGE
- 3.
- 4.

Reference Number(s) of Documents assigned or released:

Book V Pg 548
Additional reference #'s on page 7 of document

Grantor(s) (Last name first, then first name and initials)

1. BANKERS TRUST COMPANY, TRUSTEE
- 2.
- 3.
- 4.

☐ Additional names on page _____ of document.

Grantee(s) (Last name first, then first name and initials)

- 1.
2. THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY
- 3.
- 4.

☐ Additional names on page _____ of document.

Legal description (abbreviated: i.e. lot, block, plat or section, township, range)

☐ Additional legal is on page _____ of document.

Assessor's Property Tax Parcel/Account Number

☐ Assessor Tax # not yet assigned

The Auditor/Recorder will rely on the information provided on the form. The staff will not read the document to verify the accuracy or completeness of the indexing information provided herein.

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2

BANKERS TRUST COMPANY

Trustee

to

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

INSTRUMENT OF RELEASE AND SATISFACTION
of
NORTHERN PACIFIC RAILWAY COMPANY
PRIOR LIEN MORTGAGE

Dated November 10, 1896

Dated as of January 1, 1997

WHEREAS, on the 10th day of November, 1896, The Northern Pacific Railway Company did make, execute and deliver a mortgage or deed of trust of its corporate railroad property and franchises known as its Prior Lien Mortgage unto The Mercantile Trust Company, as Trustee, which trust was duly accepted by said Mercantile Trust Company;

WHEREAS, by virtue and as the result of an agreement made pursuant to the laws of the State of New York, which became effective on August 10, 1911, said The Mercantile Trust Company, Trustee named in said Prior Lien Mortgage, was merged with and into The Bankers Trust Company, a corporation of the State of New York, and Northern Pacific Railway Company by an instrument dated October 11, 1911, constituted and appointed Bankers Trust Company as Trustee under said Prior Lien Mortgage;

WHEREAS, by virtue and as a result of an agreement of merger which became effective March 2, 1970, Northern Pacific Railway Company, the mortgagor named in said Prior Lien Mortgage, was merged into and with Great Northern Pacific & Burlington Lines, Inc., the name of which company was changed to Burlington Northern Inc. on March 2, 1970;

WHEREAS, by Supplemental Indenture, dated March 2, 1970, to said Prior Lien Mortgage, Burlington Northern Inc. has assumed and agreed to be bound by all the covenants and conditions of the said mortgage therein agreed to be kept and performed by Northern Pacific Railway Company and has succeeded to and been substituted for Northern Pacific Railway Company in said mortgage;

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 the same was evidenced by Supplemental Indenture, dated as of May 14, 1981, to said Prior Lien Mortgage;

WHEREAS, in accordance with permissive authorization to merge as set forth in the Interstate Commerce Commission decision effective as of September 22, 1995, and by agreement and plan of merger dated December 31, 1996, on December 31, 1996, The Atchison, Topeka and Santa Fe Railway Company, merged into and with Burlington Northern Railroad Company and the corporate name of said company was changed to The Burlington Northern and Santa Fe Railway Company (hereinafter called the "Company") and the same was evidenced by Supplemental Indenture, dated as of December 31, 1996, to said Prior Lien Mortgage;

WHEREAS, the Northern Pacific Railway Company Prior Lien Mortgage dated November 10, 1896, as amended (said mortgage as so amended by supplemental indentures thereto and any other instrument of amendment being hereinbefore and hereinafter called the "Prior Lien Mortgage"), was entered into to secure the payment of principal and interest on the Northern Pacific Prior Lien Railway and Land Grant Gold Bonds, due January 1, 1997 (hereinafter called the "Bonds"); and

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WHEREAS, such Bonds are the only bonds outstanding under the Prior Lien Mortgage and the Company has deposited in trust with the Trustee the whole amount of the principal and interest owing on all of the Bonds and has paid or caused to be paid all other sums payable by it under the Prior Lien Mortgage.

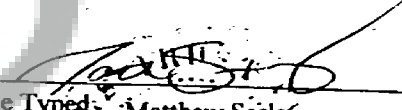
WHEREAS, First Trust of New York, National Association ("First Trust"), in its capacity as Paying Agent and Registrar under the Prior Lien Mortgage has verified by separate letter the total principal amount of Bonds outstanding to be \$68,948,800; and

WHEREAS, based upon the verification by First Trust that such Bonds are the only bonds outstanding under the Prior Lien Mortgage and the Company has deposited in trust with or on behalf of the Trustee the whole amount of principal and interest owing on the Bonds and has paid or caused to be paid all other sums payable by it under the Prior Lien Mortgage.

NOW, THEREFORE, in consideration of the premises and of the sum of Ten Dollars (\$10.00) to the Trustee duly paid by the Company at or before the execution of this instrument, receipt of which is hereby acknowledged, the Trustee, pursuant to the provisions of Section 2 of Article 11 of the Prior Lien Mortgage does hereby acknowledge that said Prior Lien Mortgage is canceled, satisfied, released and discharged; does hereby assign, convey, transfer and deliver to the Company, its successors and assigns, all the estate, right, title and interest of the Trustee in and to the property, rights and interests conveyed, assigned and pledged to the Trustee under the Prior Lien Mortgage; does hereby authorize the recording of this Instrument of Release and Satisfaction and any other such document in all offices as shall be necessary to remove the lien of said Prior Lien Mortgage; and further, does hereby agree to do such other acts and things as shall be necessary to vest in The Burlington Northern and Santa Fe Railway Company unencumbered title in and to the property, rights and interests conveyed, assigned and pledged to the Trustee under the Prior Lien Mortgage.

IN WITNESS WHEREOF, Bankers Trust Company, as Trustee, has caused this instrument to be signed, and its corporate seal to be hereunto affixed, by one of its Vice Presidents and to be attested by its Secretary or one of its Assistant Secretaries as of the 1st day of January, 1997.

BANKERS TRUST COMPANY
as Trustee

By: 
Name Typed: Matthew Seeley
Title: Vice President

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Attest:

Dorothy Robinson
Name Typed: DOROTHY ROBINSON
Title: Assistant Secretary

Signed, sealed and acknowledged by Bankers Trust Company, as Trustee, in the presence
of:

John H. Kelly

Jeffrey L. Lough
Attesting Witnesses

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STATE OF NEW YORK)
) ss.:
CITY AND COUNTY OF)
NEW YORK)

On this 25th day of March, 1997, before me, Margaret Bereza, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared Matthew Seeley and Dorothy Robinson to me known to be a Vice President and an Assistant Secretary, respectively, of BANKERS TRUST COMPANY, organized and existing under the laws of the State of New York, one of the corporations that executed the within and foregoing instrument; and the said Matthew Seeley and Dorothy Robinson, severally acknowledged the said instrument to be the free and voluntary act and deed of said association, for the uses and purposes therein mentioned, and an oath stated that they were authorized to execute said instrument and that the seal affixed thereto is the seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

My notarial commission expires February 22, 1998.

Margaret Bereza
Notary Public

MARGARET BEREZA
Notary Public State of New York
No. 31-602900
Qualified in New York County
Commission Expires 2/22/98



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Addresses of the parties to the foregoing instrument:

The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131
Attention: Richard E. Weicher

Bankers Trust Company
4 Albany Street
4th Floor
New York, NY 10006

Prepared by:

The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131
(817) 333-6175

Return document to

CHICAGO TITLE INSURANCE COMPANY
171 N. Clark St., - MLC: 04SP
National Special Projects Group
Chicago, IL 60601
ATTN: Rochelle DeBuss

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This Instrument of Release and Satisfaction of Northern Pacific Railway Company Prior Lien Mortgage serves to release any interest held by Bankers Trust Company, Trustee, in the property more fully described in said Northern Pacific Railway Company Prior Lien Mortgage, dated November 10, 1896, and recorded on October 13, 1942, in Skainania County, in Volume V of Mortgages, Page 548-598, and further serves to release any supplements thereto.