



SATISFACTION AND RELEASE  
OF  
SAINT PAUL AND DULUTH RAILROAD COMPANY  
SECOND MORTGAGE  
DATED AUGUST 3, 1887

KNOW ALL MEN BY THESE PRESENTS, that:

(1) Saint Paul and Duluth Railroad Company, a corporation organized under the laws of the State of Minnesota, made, executed and delivered to Central Trust Company of New York its Second Mortgage, dated August 3, 1887, as supplemented and amended from time to time, being hereinafter called the "Mortgage," under which there was authorized to be issued in the aggregate not in excess of Two Million Dollars (\$2,000,000) principal amount of Saint Paul and Duluth Railroad Company Second Mortgage Five Per Cent. Bonds due October 1, 1917.

(2) Said Mortgage was duly recorded in the offices and on the dates and in books in said offices at the pages designated as follows:

STATE OF MINNESOTA

<u>Office of the</u>	<u>Date</u>	<u>Book</u>	<u>Page</u>
Secretary of State	September 14, 1887	5 Gen.R.R. Mtg.	81-102
Register of Deeds for the County of:			
Carlton	September 23, 1887	C	328
Chisago	September 30, 1887	I	336
Pine	September 29, 1887	C	562
Ramsey	September 16, 1887	169	1- 21
St. Louis	September 21, 1887	R	445
Washington	September 17, 1887	Z	223

INTERSTATE COMMERCE COMMISSION

Secretary of the  
ICC

June 28, 1977 Recordation No. 6216-A

(3) By virtue and as a result of an agreement made pursuant to the laws of the State of New York, which agreement became effective on June 18, 1918, the Union Trust Company of New York was merged into the Central Trust Company of New York and the name of said Central Trust Company of New York was changed to Central Union Trust Company of New York, which agreement of merger and change of name on the 7th day of March, 1918, received the approval, pursuant to the laws of the State of New York, of the Superintendent of Banks of that State.

(4) By virtue and as a result of an agreement made pursuant to the laws of the State of New York, which agreement became effective May 15, 1929, Hanover National Bank of New York was merged into Central Union Trust Company of New York and the name of said Central Union Trust Company of New York was changed to Central Hanover Bank and Trust Company, which agreement of merger and change of name duly received the approval, pursuant to the laws of the State of New York, of the Superintendent of Banks of that State.

(5) On June 30, 1951, by Certificate of Change of Name filed with the Superintendent of Banks of the State of New York as required by law, the name of the Central Hanover Bank and Trust Company was changed to The Hanover Bank. Pursuant to the laws of the State of New York, The Hanover Bank was duly merged into Manufacturers Trust Company, a New York corporation, as of September 8, 1961, under the name Manufacturers Hanover Trust Company, and thereupon Manufacturers Hanover Trust Company became and is now the duly constituted and acting Trustee under said Mortgage.

(6) On June 15, 1900, Saint Paul and Duluth Railroad Company conveyed all of its properties to Northern Pacific Railway Company subject to the lien of said Mortgage, all the covenants and conditions of which Mortgage the Northern Pacific Railway Company agreed to assume, keep and perform in the place and stead of Saint Paul and Duluth Railroad Company.

(7) Pursuant to the approval and authorization of the Interstate Commerce Commission and an agreement of merger dated as of January 26, 1961, Northern Pacific Railway Company, Great Northern Railway Company and Pacific Coast R. R. Co. were on March 2, 1970, merged into Great Northern Pacific & Burlington Lines, Inc., the name of which was changed as of March 2, 1970, to Burlington Northern Inc., hereinafter called the "Company."

(8) All of said Second Mortgage Five Per Cent. Bonds issued under said Mortgage were and have been redeemed and all of the conditions precedent to a release of said Mortgage have been complied with.

WHEREFORE, in consideration of the foregoing and in compliance with the terms and provisions of the Mortgage, the undersigned, Manufacturers Hanover Trust Company, as Trustee, does hereby, without warranty, covenant or assurance of any kind, either express or implied, and without recourse in any event, (1) remise, release, convey and quit claim unto the Company, its successors and assigns, all estate, right, title, interest, claim and demand whatsoever which it may have acquired under and by virtue of or arising from the Mortgage in and to all property of every kind or character whatsoever and wheresoever situated, real, personal or mixed, conveyed or intended to be conveyed by the Mortgage; (2) acknowledge full satisfaction and discharge of the Mortgage and full discharge of all rights, claims and demands which it, as Trustee, may have acquired by virtue of the Mortgage; and (3) consent and direct that the Mortgage and any and all supplements thereto be discharged of record, both as a real estate mortgage and as a chattel mortgage, and authorize the Secretary of the Interstate Commerce Commission and the recording officer of each county and state in which the Mortgage has been recorded or filed to discharge the same of record in his office.

IN WITNESS WHEREOF, MANUFACTURERS HANOVER TRUST COMPANY has caused this instrument to be signed and acknowledged by one of its Vice Presidents or an Assistant Vice President or Trust Officer, and its corporate seal to be affixed hereto and the same to be attested by its Secretary or one of its Assistant Secretaries or a Trust Officer or an Assistant Trust Officer, as of the 7<sup>th</sup> day of May 1973.

MANUFACTURERS HANOVER TRUST  
COMPANY, as Trustee,

By [Signature]  
(Title) Assistant Vice President

(CORPORATE SEAL)

ATTEST:

[Signature]  
(Title) Assistant Secretary

In Presence Of:

[Signature]

[Signature]  
I. C. Knight

STATE OF NEW YORK )  
 ) ss.  
COUNTY OF NEW YORK )

I, Kathleen C. Kelly, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 4<sup>th</sup> day of May, 1973, personally appeared before me E. F. COCKINGS and W. B. DODGE, personally known to me and personally known to me to be a Assistant Vice President and a ASSISTANT TRUST OFFICER, respectively, of Manufacturers Hanover Trust Company, one of the corporations described in and which executed the foregoing instrument, and known to me to be the same persons who subscribed their names to and executed said instrument as such Assistant Vice President and ASSISTANT TRUST OFFICER, respectively, who, being by me severally duly sworn, did, each for himself, depose and say and acknowledge that the said E. F. COCKINGS resides at 6702 RIDGE BOULEVARD, BKLYN, N. Y. 11220, and that the said W. B. DODGE resides at 3582 KENORA PLACE, SEAFORD, N. Y. 11783; that said E. F. COCKINGS is Assistant Vice President and said W. B. DODGE is ASSISTANT TRUST OFFICER of Manufacturers Hanover Trust Company, a corporation; that the corporate seal affixed to the foregoing instrument as the seal of said corporation is such corporate seal; that said seal was affixed thereto and that said instrument was signed, sealed and executed in behalf of said corporation by order and authority of the Board of Directors of said corporation, and that they and each of them signed their names to the foregoing instrument in their respective capacities as Assistant Vice President and ASSISTANT TRUST OFFICER in behalf of said corporation by like order and authority; that they signed, sealed, executed and delivered said instrument as their free and voluntary act and deed and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth; and they severally acknowledged to me said instrument to be the free and voluntary act and deed of said corporation, and that said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal as such Notary Public in said County and State, the day and year first above written.

Kathleen C. Kelly

KATHLEEN C. KELLY,  
Notary Public, State of New York  
No. 30-7218885  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires March 30, 1974

(NOTARIAL SEAL)

- 11 -