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2-032A110

RECORDATION NO. 13615 Filed 1425

BURLINGTON NORTHERN

No. APR 2 1982 APR - 2 1982 12 00 PM

Date... APR 2 1982 INTERSTATE COMMERCE COMMISSION

176 East Fifth Street  
St. Paul, Minnesota 55101  
Telephone (612) 298-2121

LAW DEPARTMENT

13615 Washington, D. C.

April 1, 1982 APR 2 1982-2 00 PM

INTERSTATE COMMERCE COMMISSION APR 2 1982-2 00 PM

Office of Secretary INTERSTATE COMMERCE COMMISSION  
Interstate Commerce Commission  
Washington, D. C. 20423

RECORDATION NO. 13615 Filed 1425  
APR 2 1982-2 00 PM

Re: General Mortgage dated May 1, 1930, The Colorado and Southern Railway Company, The First National Bank of the City of New York, Trustee.

Supplemental Indenture dated May 1, 1943 to General Mortgage dated May 1, 1930, The Colorado And Southern Railway Company, The First National Bank of The City of New York, Trustee.

Supplemental Indenture dated April 1, 1952 to General Mortgage dated May 1, 1930, The Colorado And Southern Railway Company, The First National Bank of The City of New York, Trustee.

Supplemental Indenture dated May 1, 1952 to General Mortgage dated May 1, 1930, The Colorado And Southern Railway Company, The First National Bank of The City of New York, Trustee.

Supplemental Indenture dated May 1, 1980 to General Mortgage dated May 1, 1930, The Colorado And Southern Railway Company, Citibank, N.A., Trustee.

Supplemental Indenture dated December 31, 1981 to General Mortgage dated May 1, 1930, Burlington Northern Railroad Company (successor in interest and title to by merger to The Colorado And Southern Railway Company), Citibank, N.A., Trustee.

Gentlemen:

There is submitted herewith for filing with the Commission pursuant to 49 USC 11303 and 49 CFR 1116, Ex Parte 382 (Sub-No.1). Revision of Rules for the Recordation of Documents\*\*\*(49 CFR 1116), decided October 23, 1981, served November 6, 1981 365 ICC 353, three (3) conformed copies of the General Mortgage dated May 1, 1930, of The Colorado And Southern Railway Company together with

*Counterpart of ab origin  
S. P. Rusk  
Emergency for 2nd copies*

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206-625-6569  
Barber

APR 2 1982

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three (3) conformed copies of the Supplemental Indentures to said Mortgage dated May 1, 1943, April 1, 1952, May 1, 1952, May 1, 1980 and December 31, 1981 respectively.

The Supplemental Indentures are being submitted for recording with the Primary Mortgage document, accordingly, enclosed is a check made payable to the order of the Commission for \$50.00 in payment of the entire recordation fee.

Names and addresses of the parties to said Mortgage as supplemented are as follows:

Original Trustee: The First National Bank of the City of New York, New York, New York.

Successor Trustee: Citibank, N.A., Attention Corporate Trust Office, 5 Hanover Square, New York, New York 10043.

Original Mortgagor: The Colorado And Southern Railway Company, Colorado.

Successor Mortgagor: Burlington Northern Railroad Company, 176 East Fifth Street, St. Paul, Minnesota 55101.

General Description of the General Mortgage of The Colorado And Southern Railway Company dated May 1, 1930, as supplemented:

The General Mortgage, is a general lien on the railway system of The Colorado and Southern Railway Company, secured by General Mortgage 4-1/2% Gold Bonds, Series A.

The Supplemental Indenture dated May 1, 1943, modified, amends and adjusts the interest rates and maturities of the General Mortgage 4-1/2% Gold Bonds, Series A.

The Supplemental Indenture dated April 1, 1952 modifies and amends the redemption provisions relating to the General Mortgage 4-1/2% Gold Bonds, Series A.

The Supplemental Indenture dated May 1, 1952 sustitutes certain collateral being held as security for the General Mortgage 4-1/2% Gold Bonds, Series A.

The Supplemental Indenture dated May 1, 1980 extends the maturity of the General Mortgage 4-1/2% Gold Bonds, Series A.

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The Supplemental Indenture dated as of December 31, 1981 provides for the Assumption of Obligations by Reason of the Merger of The Colorado And Southern Railway Company with Burlington Northern Railroad Company.

Please return to the individual presenting these documents for recordation, Mrs. Carolyn H. Kunkel, the duplicate counterpart originals of same, stamped and bearing the recording notation and number of the Commission.

Very truly yours,

ROBERT L. BARTHOLIC  
Vice President - Law  
Glacier Park Company - Seattle

Acting Assistant General Counsel  
Burlington Northern Railroad Company - St. Paul

By: *Lucille M. Cairl*  
Lucille M. Cairl, Administrative assistant  
and Secretary to Mr. Bartholic - St. Paul

Enclosures

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REGISTRATION NO. .... Filed 1428

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INTERSTATE COMMERCE COMMISSION

EXECUTED IN 25 COUNTERPARTS OF  
WHICH THIS IS COUNTERPART No. 24

This SUPPLEMENTAL INDENTURE dated as of the 1st day of May, 1980, between THE COLORADO AND SOUTHERN RAILWAY COMPANY, a Colorado corporation (hereinafter called the Railway Company), and CITIBANK, N.A. (successor by merger to The First National Bank of the City of New York), a national banking association incorporated and existing under the laws of the United States of America (hereinafter called the Trustee),

W I T N E S S E T H

By Indenture dated May 1, 1930, between the Railway Company and the Trustee, The First National Bank of the City of New York, a national banking association incorporated and existing under the laws of the United States of America, as Trustee, the Railway Company, mortgaged, pledged, granted, bargained, sold, aliened, remised, released, conveyed, confirmed, assigned, transferred and set over to said Trustee real and personal property of the Railway Company therein described, to be held by said Trustee, to secure the payment by the Railway Company of the principal of, and interest on, its General Mortgage 4 1/2% Gold Bonds, Series A to be issued in accordance with the terms of said Indenture (hereinafter called the Indenture).

Thereafter, the Railway Company issued and said The First National Bank of the City of New York, as Trustee,

authenticated General Mortgage 4 1/2% Gold Bonds, Series A (hereinafter called the Bonds) of the principal amount of \$24,918,000.

Since the date of the original issue of said \$24,918,000 principal amount of Bonds, the Railway Company has retired certain of the outstanding Bonds with the result that there is now outstanding under the Indenture, on the Trustee's records, one Bond in the principal amount of \$14,028,500, which, according to its terms, matures on May 1, 1980.

The registered holder as of the date hereof of said Bond has consented to the execution and delivery of this Supplemental Indenture and has agreed to present its Bond for endorsement as herein provided.

The Railway Company has heretofore filed with the Interstate Commerce Commission its application for authority to extend the maturity date of said Bond from May 1, 1980 to May 1, 1990, and the Interstate Commerce Commission has authorized the extension of the maturity of said Bond to May 1, 1990.

NOW, THEREFORE, the parties agree as follows:

1. The Indenture, as heretofore modified and amended by Supplemental Indentures dated May 1, 1943, April 1, 1952 and May 1, 1952, respectively, is hereby further modified and amended to provide that the maturity date for payment of the principal of said Bond now outstanding shall be extended for ten years from May 1, 1980, the maturity date stated in said Bond, to May 1, 1990,

such extension of the maturity thereof to be evidenced by a legend, to be endorsed by the Trustee on said Bond, reading as follows:

The maturity date of the principal of this Bond has been extended with the consent of the holder thereof, to May 1, 1990, pursuant to a Supplemental Indenture dated as of May 1, 1980.

The Railway Company hereby covenants and agrees to pay the principal sum of said Bond on said May 1, 1990, or on such earlier date as the same shall become due and payable under the terms of the Indenture as heretofore modified and amended and as hereby modified and amended by this Supplemental Indenture.

2. Upon delivery of said Bond to the Trustee for endorsement of such legend thereon, the Trustee shall so endorse and return said Bond to the registered owner thereof.

3. Except as modified and amended by this Supplemental Indenture and said endorsement, all the provisions of the Indenture, as heretofore modified and amended, and all of the rights and obligations of the Railway Company and all of the rights and duties of the Trustee and all of the rights of the holder of said Bond as stated in the Indenture, as heretofore supplemented, and said Bond shall continue in full force and effect.

4. The Trustee accepts the trusts of this Supplemental Indenture and agrees to execute the same but only upon the follow-

ing additional terms and conditions, to all of which the parties hereto and the present and future holders and registered owners of General Mortgage Bonds, Series A, and the present and future bearers of appurtenant coupons agree:

- (a) The Trustee shall not be responsible in any way whatsoever for or in respect of the validity or sufficiency of this Supplemental Indenture or the due execution hereof by the Railway Company or for or in respect of the recitals contained herein or in any legend stamped on General Mortgage Bonds, Series A;
- (b) The Trustee shall not be answerable or accountable for anything whatsoever in connection with this Supplemental Indenture or the performance thereof, except for its own wilful misconduct or gross negligence;
- (c) The Trustee shall not be responsible for the recording, registration or filing of this Supplemental Indenture; and
- (d) All the terms and provisions of the General Mortgage defining and limiting the liability and responsibility of the Trustee in the discharge of the trusts thereof shall, in like manner, define and limit its liability and responsibility in the performance of the trusts under this Supplemental Indenture as if expressly stated in this instrument.

5. The Railway Company covenants and agrees to effect such recording, registry or filing of this Supplemental Indenture as may be or become necessary or desirable by reason of any provision of law or otherwise for the benefit of the holders and registered owners of General Mortgage Bonds,

Series A, and to pay any recording tax or other taxes or fees legally due upon such recording, registry or filing hereof and to comply with the requirements of every law affecting the due recording, registry or filing of this Supplemental Indenture.

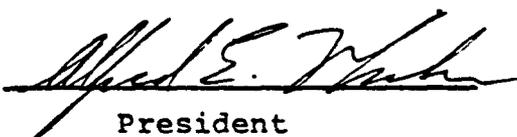
6. This instrument may be executed in any number of counterparts, any one of which shall constitute the original hereof.

IN WITNESS WHEREOF, THE COLORADO AND SOUTHERN RAILWAY COMPANY has caused this Supplemental Indenture to be executed by its President thereunto duly authorized and its corporate seal to be hereunto affixed, and CITIBANK, N.A., as Trustee, has caused this instrument to be executed by one of its Senior Trust Officers thereunto duly authorized and its corporate seal to be hereunto affixed, all as of day and year first above written.

ATTEST:

THE COLORADO AND SOUTHERN  
RAILWAY COMPANY

  
Assistant Secretary

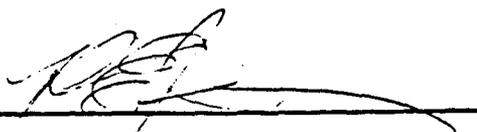
By   
President

(SEAL)

ATTEST:

CITIBANK, N.A., as Trustee

  
Trust Officer

By   
Senior Trust Officer

(SEAL)

STATE OF NEW YORK )  
 ) SS  
COUNTY OF NEW YORK)

On this <sup>26<sup>th</sup></sup> ~~1st~~ day of May, 1980, before me personally appeared RALPH E. JOHNSON, to me personally known, who, being by me duly sworn, says that he is a Senior Trust Officer of CITIBANK, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*D. Douglas Hunter*

D. DOUGLAS HUNTER  
Notary Public, State of New York  
No. 31-4707995  
Qualified in New York County,  
New York March 30, 1979

STATE OF COLORADO )  
CITY AND COUNTY ) ss.  
OF DENVER )

On this 1st day of May, 1980, before me personally appeared A. E. Michon, to me personally known, who, being by me duly sworn, says that he is the President of The Colorado and Southern Railway Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires August 1, 1982.

Witness my hand and official seal.

  
Notary Public