

RECORDATION NO. 12785-10 Filed 1425

RECORDATION NO. 12785-11 Filed 1425

RECORDATION NO. 12785-12 Filed 1425



JAN 21 1981 -1 5 PM  
BURLINGTON NORTHERN  
INTERSTATE COMMERCE COMMISSION

JAN 21 1981 -1 5 PM  
INTERSTATE COMMERCE COMMISSION

JAN 21 1981 -1 5 PM  
INTERSTATE COMMERCE COMMISSION

LAW DEPARTMENT

RECORDATION NO. 12785-13 Filed 1425

RECORDATION NO. 12785-14 Filed 1425

12785-1-021-1-10

176 East Fifth Street  
St. Paul, Minnesota 55101  
Telephone (612) 298-2378

JAN 21 1981 -1 5 PM

JAN 21 1981 -1 5 PM

JAN 21 1981  
Fee \$ 50.00

JAN 21 1981 -1 5 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Office of the Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. 12785-15 Filed 1425

January 20, 1981

RECORDATION NO. 12785-16 Filed 1425

Gentlemen:

JAN 21 1981 -1 5 PM

JAN 21 1981 -1 5 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

There is submitted herewith for filing with the Commission pursuant to Section 11303 of the Interstate Commerce Act two fully conformed counterparts of that certain St. Paul-Duluth Division Mortgage of the Northern Pacific Railway Company dated June 15, 1900 which ran in favor of Guaranty Trust Company Of New York as Trustee, together with amendments thereto, dated July 1, 1902, April 6, 1908, June 1, 1920, April 24, 1937, April 27, 1942, December 30, 1943, March 2, 1970 and October 14, 1976, together with two original counterparts of the Satisfaction and Release of said mortgage dated November 12, 1980.

Enclosed is a check payable to the order of the Commission for \$50.00 in payment of the recordation fee.

The names and addresses of the parties to the mortgage are as follows:

St. Paul-Duluth Division Mortgage, Northern Pacific Railway Company

Original Trustee: Guaranty Trust Company of New York  
New York, New York

Successor Trustee: Morgan Guaranty Trust Company of New York  
Attn: Corporate Trust Department  
30 West Broadway  
New York, New York 10015

Original Mortgagor: Northern Pacific Railway Company  
176 East Fifth Street  
St. Paul, Minnesota 55101

*Steven Paul Rensch*  
*C. Allen [Signature]*

RECEIVED  
JAN 21 1 43 PM '81  
FEDERAL OPERATIONS BR.

January 20, 1981

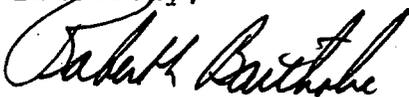
Successor Mortgagor: Burlington Northern Inc.  
176 East Fifth Street  
St. Paul, Minnesota 55101

General Description of the Mortgage:

All of the line of railroad branches and other property formerly belonging to the St. Paul-Duluth Railway Company (predecessor in interest and title to Northern Pacific Railway Company, predecessor in interest and title to Burlington Northern Inc.), the main line of which extend generally from the City of St. Paul in Ramsey County, Minnesota, to Lake Superior at Duluth in St. Louis County, Minnesota, a distance of 156 miles more or less, together with branches thereof as more fully described in the Granting Clauses of said mortgage. All of which have now been released from the lien of the mortgage and the mortgage fully cancelled, satisfied, and discharged.

Please return to the individual presenting these documents for recordation, Mrs. Carolyn H. Kunkel; one set of the enclosed documents, stamped and bearing the notation as provided in Section 1116.5(a) of the Commission's Regulations.

Sincerely,



Robert L. Bartholic  
Assistant General Counsel

RLB/gtd1,23



**BURLINGTON NORTHERN**

LAW DEPARTMENT

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

No. *02-51177*

Date JAN 23 1981

For \$ 110.00

100 Washington, D. C.

January 21, 1981

Mrs. Carolyn H. Kunkel  
Kunkel Transportation Services, Inc.  
Suite 523  
425-13th Street N.W.  
Washington, D.C. 20004

Dear Mrs. Kunkel:

With reference to Mr. Bartholic's telephone conversation today with Ms. Mildred Lea of the Recording Section of the Interstate Commerce Commission I am enclosing a check for an additional \$110 filing fee for the filing and recordation of the St. Paul-Duluth Division Mortgage of the Northern Pacific Railway Company dated June 15, 1900 and its supplements and Satisfaction with the Interstate Commerce Commission.

Please handle as before.

Very truly yours,

*Patricia A. Jung*

Patricia A. Jung  
Administrative Secretary

Enclosure

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RECORDATION NO. FILED FEB

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Conformed Copy

INTERSTATE COMMERCE COMMISSION

BURLINGTON NORTHERN INC.

TO

MANUFACTURERS HANOVER TRUST COMPANY,

Trustee.

SUPPLEMENTAL INDENTURE

*Dated March 2, 1970*

TO

SAINT PAUL AND DULUTH RAILROAD COMPANY  
FIRST CONSOLIDATED MORTGAGE

*Dated as of June 1, 1898*

Providing for Assumption of Obligations  
by Reason of Merger of Northern Pacific Railway Company.

**THIS SUPPLEMENTAL INDENTURE**, dated March 2, 1970, between BURLINGTON NORTHERN INC., a corporation duly organized and existing under the laws of the State of Delaware (hereinafter sometimes called the "New Company"), party of the first part, and MANUFACTURERS HANOVER TRUST COMPANY (successor by merger to Metropolitan Trust Company of the City of New York), a trust company duly organized and existing under the laws of the State of New York (hereinafter sometimes called the "Trustee"), party of the second part;

WITNESSETH :

WHEREAS, Saint Paul and Duluth Railroad Company as of the first day of June, 1898 did make, execute and deliver to Guaranty Trust Company of New York, Trustee, its First Consolidated Mortgage (hereinafter called the "Mortgage") to secure the payment of the principal of and interest on its First Consolidated Mortgage four per cent. Seventy-Year Gold Bonds, due June 1, 1968 (hereinafter called the "Bonds"); and

WHEREAS, Guaranty Trust Company of New York resigned as Trustee under the Mortgage and Metropolitan Trust Company of the City of New York was elected successor Trustee under the Mortgage; and

WHEREAS, Northern Pacific Railway Company (hereinafter called the "Old Company"), by deed dated June 15, 1900, acquired the properties of the Saint Paul and Duluth Railroad Company, subject, however, to the Mortgage and to certain other indentures of mortgage; and

WHEREAS, the Interstate Commerce Commission has approved and authorized a merger of the Old Company, Great Northern Railway Company and Pacific Coast R. R. Co. into the New Company pursuant to an agreement of merger dated as of January 26, 1961, which agreement provides, among other things, for the assumption by the New Company of the Old Company's obligations; and

WHEREAS, the merger so provided for is being consummated contemporaneously with the execution of this Supplemental Indenture; and

WHEREAS, all things necessary to authorize said assumption by the New Company and to make this Supplemental Indenture when executed by the parties hereto a valid and binding amendment to the Mortgage, including all necessary action by the Interstate Commerce Commission, have been done and performed;

NOW, THEREFORE, in consideration of the premises and of the sum of Ten Dollars (\$10.00) paid by the Trustee to the New Company, receipt of which is hereby acknowledged, the parties hereto do hereby covenant and agree as follows:

SECTION 1. The New Company hereby assumes the due and punctual payment of the principal of and interest on all the Bonds, according to their tenor, and the due and punctual performance and observance of all the covenants and conditions of the Mortgage, so that the New Company shall succeed to and be substituted for the Old Company, with the same effect as if the New Company had been named in the Mortgage as the party of the first part thereto.

SECTION 2. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Indenture or the due execution hereof by the New Company or for or in respect of the recitals contained herein, all of which recitals are made by the New Company solely. No implied covenant or obligation shall be read into this Supplemental Indenture against the Trustee.

SECTION 3. This Supplemental Indenture may be executed in any number of counterparts, each of which shall be an original; but such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, Burlington Northern Inc., party of the first part, has caused this Supplemental Indenture to be signed and acknowledged by its Chairman of the Board or President or one of its Vice Presidents, and its corporate seal to be affixed hereunto and the same to be attested by its Secretary or an Assistant Secretary; and Manufacturers Hanover Trust Company, party of the second part, has caused this Supplemental Indenture to be

signed and acknowledged by one of its Assistant Vice Presidents, and its corporate seal to be affixed hereunto and the same to be attested by its Secretary or an Assistant Secretary, all as of the day and year first above written.

BURLINGTON NORTHERN INC.

By J. A. TAUER  
*Vice President*

Attest:

(CORPORATE SEAL)

F. A. DEMING  
*Assistant Secretary*

MANUFACTURERS HANOVER TRUST  
COMPANY

By T. C. CRANE  
*Assistant Vice President*

Attest:

(CORPORATE SEAL)

W. B. DODGE  
*Assistant Secretary*

Signed, sealed and acknowledged  
by all parties in the presence of

MARY LEONARDI

K. COSTINE  
*Attesting Witnesses*

STATE OF NEW YORK }  
 COUNTY OF NEW YORK } ss.

I, WALTER C. MESSEMER, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 2nd day of March, 1970, personally appeared before me J. A. TAUER and F. A. DEMING, personally known to me and personally known to me to be a Vice President and an Assistant Secretary, respectively, of Burlington Northern Inc., 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 Vice President and Assistant Secretary, respectively, who, being by me severally duly sworn, did, each for himself, depose and say and acknowledge that the said J. A. TAUER resides at 1847 Stanford Avenue, St. Paul, Minnesota, and that the said F. A. DEMING resides at 1362 Eldridge Avenue W., St. Paul, Minnesota; that said J. A. TAUER is Vice President and said F. A. DEMING is Assistant Secretary of Burlington Northern Inc., 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 Vice President and Assistant Secretary in behalf of said corporation by like order and authority; that they signed, sealed 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.

WALTER C. MESSEMER

(Notarial Seal)

WALTER C. MESSEMER  
 Notary Public, State of New York  
 No. 41-7910950  
 Qualified in Queens County  
 Certificate filed in New York County  
 Commission Expires March 30, 1970

STATE OF NEW YORK }  
 COUNTY OF NEW YORK } ss.

I, WALTER C. MESSEMER, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 2nd day of March, 1970, personally appeared before me T. C. CRANE and W. B. DODGE, personally known to me and personally known to me to be an Assistant Vice President and an Assistant Secretary, 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 Secretary, respectively, who, being by me severally duly sworn, did, each for himself, depose and say and acknowledge that the said T. C. CRANE resides at 320 Watch Hill Road, Peekskill, New York, and that the said W. B. DODGE resides at 3582 Kenora Place, Seaford, New York; that said T. C. CRANE is Assistant Vice President and said W. B. DODGE is Assistant Secretary 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 Secretary 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.

WALTER C. MESSEMER

(Notarial Seal)

WALTER C. MESSEMER  
 Notary Public, State of New York  
 No. 41-7910950  
 Qualified in Queens County  
 Certificate filed in New York County  
 Commission Expires March 30, 1970

STATE OF MINNESOTA }  
 COUNTY OF RAMSEY } ss.

JOHN C. SMITH, being first duly sworn, on oath deposes and says that he is Associate General Counsel of Burlington Northern Inc.; that he has supervised the filing and recording of the Supplemental Indenture, dated March 2, 1970, of Burlington Northern Inc. to Manufacturers Hanover Trust Company, Trustee, to the Saint Paul and Duluth Railroad Company First Consolidated Mortgage, dated as of June 1, 1898; that an original counterpart of said Supplemental Indenture has been duly recorded in state and county offices as follows:

County	Office of	Date Recorded in 1970	Real Estate Recording		Item or Document Number
			Book	Page	
MINNESOTA					
	Secretary of State	March 3	Gen. RRR & Liens 52	16	
Carlton	Register of Deeds	March 6			185805
Chisago	Register of Deeds	March 17	Microfilm		127330
Hennepin	Register of Deeds	March 6			70-3820627
Pine	Register of Deeds	March 23	Microfilm		223087
Ramsey	Register of Deeds	March 9	2221	937	1769949
St. Louis	Register of Deeds	March 6			122777
Washington	Register of Deeds	May 18	223	592	281092
WISCONSIN					
	Secretary of State	March 2	Railroad 49	411	
Burnett	Register of Deeds	March 6	241	291	167155
Douglas	Register of Deeds	March 5	303	629	497046

and that evidence of such recording is on file in the office of the Law Department of Burlington Northern Inc., in the City of St. Paul, County of Ramsey, State of Minnesota.

JOHN C. SMITH

Subscribed and sworn to before me this  
 30th day of October, 1970.

RICHARD J. WOULFE  
*Notary Public*

RICHARD J. WOULFE,  
 Notary Public, Ramsey County, Minn.  
 My Commission Expires April 30, 1977

(Notarial Seal)