



LAND AND REAL ESTATE DEVELOPMENT
A SUBSIDIARY OF BURLINGTON NORTHERN INC.

September 28, 1982

Mildred Lee
Secretary
ICC
Room 2303
12 & Constitution, N.W.
Washington, D.C. 20423

RECORDATION NO. 13615-F FILED 1455

OCT - 4 1982 - 8 35 AM
INTERSTATE COMMERCE COMMISSION

276A030

No. _____
Date OCT 4, 1982
Fee \$ 10.00
ICC Washington, D. C.

RE: Release of ICC recordation Nos. 13615 through 13615E.

Dear Ms. Lee:

I have enclosed for recording with the Commission, under Sec. 11303 of the Interstate Commerce Act and 49 C.F.R. par. 1116, the following:

- 1) Two executed counterpart originals of the Satisfaction, Discharge, and Release of the General Mortgage of the Colorado and Southern Railway dated May 1, 1930, as supplemented;
- 2) The requisite \$10.00 recording fee.

The Satisfaction above referenced releases the mortgage and supplements recorded April 2, 1982 and assigned ICC recordation Nos. 13615 through 13615E.

Please return to the undersigned a copy bearing the ICC recording data.

Your time and attention is greatly appreciated.

Yours very truly,

Jeanette M. Dalton
Jeanette M. Dalton
Law Clerk

JMD:lur

Enclosures.

RECEIVED BY
OCT 4 @ 4:49 AM '82
PREFILED

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Jeanette M. Dalton
Glacier Park Company
Land & Real Estate Development
1111 Third /Avenue
Seattle, Washington 98101

October 4, 1982

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/4/82 at 8:55AM , and assigned re-
recording number(s). 13615-F

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

Counterpart Original Executed
in 100 Counterparts of which
this is

FOR FILING, RECORDING AND
INDEXING IN THE LAND
TITLE RECORDS LAND
MORTGAGE RECORDS

Nº 4

RECORDATION NO. 13615-F Filed 1428

OCT - 4 1982 - 8 25 AM

CITIBANK, N. A. INTERSTATE COMMERCE COMMISSION

AS TRUSTEE,

TO

BURLINGTON NORTHERN RAILROAD COMPANY

SATISFACTION, DISCHARGE, AND RELEASE OF GENERAL MORTGAGE

DATED MAY 1, 1930, AS SUPPLEMENTED

OF

THE COLORADO AND SOUTHERN RAILWAY COMPANY

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WITNESSETH

BY INDENTURE dated as of May 1, 1930, made between The Colorado And Southern Railway Company, a Colorado corporation, Grantor, Mortgagor, (therein called "Railway Company", and it and its successor in interest and title by merger Burlington Northern Railroad Company, a Delaware corporation, herein collectively called "Railway Company") and The First National Bank Of The City Of New York, a corporation created and existing under the laws of the United States of America, as Trustee, (therein called "Trustee", and it and its successor in trust under said Indenture, First National City Bank, subsequently named Citibank, N. A., a National Banking Association, incorporated and existing under the laws of the United States of America, herein collectively called "Trustee") the Railway Company mortgaged, pledged, granted, bargained, sold, aliened, remised, released, conveyed, confirmed, assigned, transferred and set over to said Trustee, the real and personal tangible and intangible property of the Railway Company therein described, to be held by said Trustee, as Trustee, to secure the payment by the Railway Company of its General Mortgage Gold Bonds, of several series (therein and herein called the "General Mortgage Gold Bonds") from time to time to be issued in the principal amounts provided by the terms of said Indenture, which Indenture has been amended and supplemented

by Supplemental Indentures thereto, dated respectively, May 1, 1943, April 1, 1952, May 1, 1952, May 1, 1980 and December 31, 1981, (said Indenture and all the Supplemental Indentures thereto herein collectively called "C&S General Mortgage"). Said C&S General Mortgage, was recorded in the land registry records in the Office, County and State, on the date and at place shown in the Mortgage Recording Schedule a part hereof, reference to which is hereby made.

Thereafter pursuant to the C&S General Mortgage the Railway Company issued and the Trustee authenticated its General Mortgage 4½% Gold Bonds, Series A in the principal amount of \$24,918,000. There were no other series of bonds whatsoever issued under the C&S General Mortgage.

The Railway Company has retired all of the outstanding bonds, directly or through the operation of the C&S General Mortgage sinking fund, and accordingly the Railway Company has deposited with the Trustee the actual bonds themselves, or funds sufficient in amount necessary for the satisfaction and cancellation of all of the principal amount of the General Mortgage 4½% Gold Bonds, Series A in any manner outstanding or unredeemed under the C&S General Mortgage, together with all accrued and unpaid interest thereon. The Railway Company has requested that the Trustee discharge the C&S General Mortgage and deliver to the Railway Company for filing and recording this instrument evidencing the satisfaction, discharge and release of said C&S General Mortgage.

Citibank, N. A. is the successor in trust to The First National Bank Of The City Of New York the Original Trustee in and under the C&S General Mortgage, and as such Citibank, N. A. in all respects is and continues to be the duly appointed, qualified and acting Trustee in and under the C&S General Mortgage, vested with, and in possession of, full power and authority by law and under the C&S General Mortgage, to make, execute and deliver this instrument, and to satisfy, discharge and release said C&S General Mortgage.

NOW THEREFORE, in compliance with said request, in recognition of the surrender, deposit, retirement and payment of all of the General Mortgage 4½% Gold Bonds, Series A, the sole and only issue of bonds at any time issued and outstanding under the C&S General Mortgage, in consideration of the Railway Company's deposit of the bonds with the Trustee as aforesaid, and the full compliance, performance, observance and completion by the Railway Company of all of the obligations, liabilities and undertakings on the Railway Company's part to perform, observe and complete, in, under or by virtue of said C&S General Mortgage, and for other good and valuable considerations, the receipt and sufficiency of which to support this instrument the Trustee hereby acknowledges, the Trustee has satisfied, discharged and released; and in and by this instrument the Trustee does hereby satisfy, discharge and release said C&S General Mortgage, and the Trustee does hereby assign, transfer, set over, release, convey and quitclaim unto the Railway Company, its successors and assigns, without any warranties of title whatsoever and without recourse to the Trustee, all and every estate, property, right, title, interest, equity, claim or demand whatsoever which the Trustee may have, possess or be vested with, in, under, or by virtue of the C&S General Mortgage in or to any property real, personal or mixed, tangible or intangible, whatsoever subject to the lien of said C&S General Mortgage, and the Trustee does hereby disclaim and renounce any and all interest therein or lien thereon. The Trustee agrees and hereby declares that all and every estate, property, right, title, interest, equity, claim or demand created in, or granted to the Trustee in or by or through the C&S General Mortgage has ceased, determined and become null and void. The Trustee hereby consents that all liens created by the C&S General Mortgage may be satisfied, discharged, released and cancelled of record. The Trustee hereby requests and authorizes any recorder to satisfy, discharge, release and cancel the C&S General Mortgage and the lien thereof against the property in said County and State, upon the records in that office.

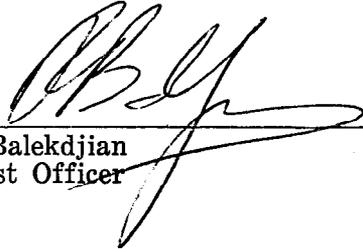
This Satisfaction, Discharge and Release of the C&S General Mortgage including the foregoing disclaimer, renunciation, release of lien and reconveyance is made by the Trustee and accepted by the Railway Company without representation, warranty or covenant of any kind, either express or implied, in law or in equity, of or by the Trustee, and shall in all respects be without recourse against the Trustee in any event or any contingency. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this instrument or for or in respect of the recitals contained herein, or set forth in the Mortgage Recording Schedule, all of which recitals are made by the Railway Company solely. No implied covenant or obligation shall be read into this instrument against the Trustee.

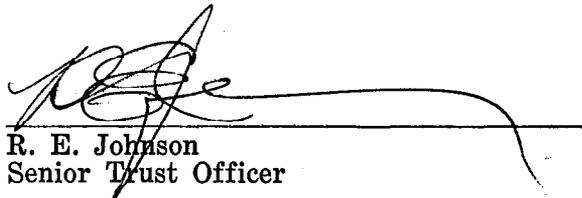
This instrument may be executed in any number of counterparts, each of which so executed shall be deemed to be an original; all of such counterparts shall together constitute but one and the same instrument. In order to facilitate the filing and recording of this instrument in the land registry and other records, or for any other uses or purposes, any number of true and exact conformed copies of this instrument may be exemplified by the certificate and signature of an Assistant Secretary issued under the seal of the Railway Company, and when so exemplified the same shall be deemed and construed for all such purposes to be originals to the same extent as an original counterpart.

IN WITNESS WHEREOF, Citibank, N. A., the Trustee, has caused this instrument to be signed and acknowledged by R. E. Johnson, one of its Senior Trust Officers, and its corporate seal to be affixed hereunto and the same to be attested by R. Balekdjian, a Trust Officer, as of the 10th day of September 1982.

Attest:

CITIBANK, N. A. AS TRUSTEE

By 
R. Balekdjian
Trust Officer

By 
R. E. Johnson
Senior Trust Officer

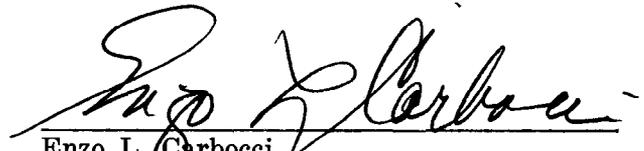
(Impression of the
Corporate Seal of
Citibank, N. A.)

STATE OF NEW YORK }
County of New York } ss
City of New York }

On this 10th day of September, 1982, before me, personally appeared R. E. JOHNSON and R. BALEKDJIAN, to me personally known to be a Senior Trust Officer and a Trust Officer, respectively, CITIBANK, N.A. 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 first above written.

(Notarial Seal)


Enzo L. Carbocci
Notary Public, State of New York
No. 43-5605595
Qualified in Richmond County
Cert. filed in New York County
Term Expires: March 30, 1984

MORTGAGE RECORDING SCHEDULE of the General Mortgage dated May 1, 1930, of The Colorado And Southern Railway Company, as supplemented, in the Land Registry Records in the Office, County and State referred to in the Satisfaction, Discharge and Release of Mortgage of which this Schedule forms a part, to wit:

State County	County Seat	Place of Recording	Date 1930	Book	Page	Reception, Item, Microfilm or Document No.
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C&S GENERAL MORTGAGE DATED MAY 1, 1930

STATE OF COLORADO

Adams	Brighton	Recorder	July 31	189	370	1621412
Arapahoe	Littleton	"	July 30	302E&	314	161400
Boulder	Boulder	"	Aug. 2	591	40	274334
City and County of	Denver	"	July 29	4422	1	373710
Douglas	Castle Rock	"	July 29	83	519	58669
Elbert	Kiowa	"	July 29	158	408	92816
El Paso	Colorado Springs	"	July 30	846	474	473932
Huerfano	Walsenburg	"	July 30	165	4	123430
Jefferson	Golden	"	July 30	333	7	206607
Lake	Leadville	"				
Larimer	Fort Collins	"	July 29	607	293	370146
Las Animas	Trinidad	"	July 31	421	1	247084
Park	Fairplay	"				
Pueblo	Pueblo	"	July 30	793	2	466866
Summit	Breckenridge	"				
Weld	Greeley	"	July 31	898	183	598413

STATE OF NEW MEXICO

Colfax	Raton	County Clerk and Recorder				
Union	Clayton	"	July 31	29 Mtg.	14B	Chattel Mtg. Records also

STATE OF WYOMING

Converse	Douglas	Reg. of Deeds	July 31	155 Mtg.	155	Chattel Mtg. Records also
Laramie	Cheyenne	"	July 30	298 Mtg.	231	"
Platte	Wheatland	"	July 30	59 Mtg.	1	"

State County	County Seat	Place of Recording	Date 1943	Book	Page	Reception, Item, Microfilm or Document No.
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SUPPLEMENTAL INDENTURE DATED MAY 1, 1943
C&S GENERAL MORTGAGE DATED MAY 1, 1930

STATE OF COLORADO

Adams	Brighton	Recorder	Nov. 29	293	1	282017
Arapahoe	Littleton	"	Nov. 27	492	1	315297
Boulder	Boulder	"	Nov. 6	738	51	408357
City and County of	Denver	"	Nov. 26	5732	1	958100
Douglas	Castle Rock	"	Nov. 29	96A	1	78327
Elbert	Kiowa	"				
El Paso	Colorado Springs	"	Nov. 15	1037	511	689508
Huerfano	Walsenburg	"	Nov. 3	197	333	164538
Jefferson	Golden	"	Nov. 9	479	409	356135
Lake	Leadville	"				
Larimer	Fort Collins	"	Nov. 3	762	90	533778
Las Animas	Trinidad	"	Nov. 13	495	376	325617
Park	Fairplay	"				
Pueblo	Pueblo	"				
Summit	Breckenridge	"				
Weld	Greeley	"	Nov. 19	1121	184	927154

STATE OF NEW MEXICO

Colfax	Raton	County Clerk	Feb. 18 1944	59	580	
Union	Clayton	"	Dec. 3		535	Chattel Mtg. Records also

STATE OF WYOMING

Converse	Douglas	Reg. of Deeds	Dec. 9	197	198	Recorded also as a Chattel mortgage
Laramie	Cheyenne	"	Dec. 11	389	424	"
Platte	Wheatland	"	Dec. 13	76	381	"

SUPPLEMENTAL INDENTURE DATED APRIL 1, 1952

TO

C&S GENERAL MORTGAGE DATED MAY 1, 1930

Recording Data Not Available

SUPPLEMENTAL INDENTURE DATED MAY 11, 1952

TO

C&S GENERAL MORTGAGE DATED MAY 1, 1930

Recording Data Not Available

SUPPLEMENTAL INDENTURE DATED MAY 1, 1980

TO

C&S GENERAL MORTGAGE DATED MAY 1, 1930

Recording Data Not Available

State County	County Seat	Place of Recording	Date 1943	Book	Page	Reception, Item, Microfilm or Document No.
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SUPPLEMENTAL INDENTURE DATED DECEMBER 31, 1981

TO

C&S GENERAL MORTGAGE DATED MAY 1, 1930

STATE OF COLORADO

Adams	Brighton	Recorder	Mar. 3	2626	151	B366865
Arapahoe	Littleton	"	Mar. 3	3586	614	2149946
Boulder	Boulder	"	Mar. 3			Micro. 1199 485608
City and County of	Denver	"	Feb. 3	2529	363	GN 036873
			Feb. 3	2529	353	CB&Q 036872
			Feb. 3	2529	349	C&S 036871
			Feb. 5	2530	293	A&C 037460
Douglas	Castle Rock	"	Mar. 3	435	795	283568
Elbert	Kiowa	"				
El Paso	Colorado Springs	"	Mar. 3	3538	196	008493331
Huerfano	Walsenburg	"	Mar. 3	363	73	286069
Jefferson	Golden	"	Mar. 3			82013831
Lake	Leadville	"	Mar. 3	458	349	279896
Larimer	Fort Collins	"	Mar. 3	2157	0192	449025
Las Animas	Trinidad	"	Mar. 4			546474
Park	Fairplay	"	Mar. 4	337	158	308680
Pueblo	Pueblo	"	Mar. 4	2107	583	686655
Summit	Breckenridge	"	Mar. 8			236998
Weld	Greeley	"	Mar. 3	0962		AR1884573

STATE OF NEW MEXICO

Colfax	Raton	County Clerk	Mar. 4	Misc. 104	159	
Union	Clayton	"	Feb. 22	Misc. 53	419	

STATE OF WYOMING

Converse	Douglas	Reg. of Deeds	Mar. 3	773	154	601852
Laramie	Cheyenne	"	Mar. 5	1164	1408	649951
Platte	Wheatland	"	Mar. 3	237	18	412512

INTERSTATE COMMERCE COMMISSION

The General Mortgage of The Colorado And Southern Railway Company, together with the Supplemental Indentures thereto dated respectively May 1, 1943, April 1, 1952, May 1, 1952, May 1, 1980 and December 31, 1981 were recorded with the ICC pursuant to Section 20c of the Interstate Commerce Act (49 U.S.C. 20c—now 49 USC 11303 and 49 C.F.R. 1116), April 2, 1982 and assigned ICC Recordation Numbers 13615 through 13615E.

BURLINGTON NORTHERN RAILROAD COMPANY
Date Required for Recordation

Address of the parties to the foregoing instrument:

Burlington Northern Railroad Company
Attn: Director of Property Management
176 East Fifth Street
St. Paul, Minnesota 55101

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

Names of the parties executing the instrument:

For Citibank, N. A.

R. E. Johnson
Senior Trust Officer

Attest

R. Balekdjian
Trust Officer

Notarial Acknowledgement

Enzo L. Carbocci, Notary Public
State of New York, No. 43-5605595
Qualified in Richmond County
Cert. filed in New York County
Term Expires: March 30, 1984

Conveyancing, State Deed Tax, etc. Due Hereon: None

Mortgage Registration Tax Due Hereon: None

Unless Otherwise Directed by Burlington Northern Railroad Company, Real Property Taxes For The Real Property of Burlington Northern Railroad Company, Should be Sent to:

c/o Director, Property Taxes
Burlington Northern Railroad Company
176 East Fifth Street
St. Paul, Minnesota 55101

This Instrument was Drafted By:

ROBERT L. BARTHOLIC
Attorney-at-Law
Vice President—Law
Glacier Park Company

For and on behalf of
Burlington Northern Railroad Company
1111 Third Avenue
Seattle, Washington 98101
(206) 625-6569

When Recording is Complete, Please Return To:

**Glacier Park Company
Attn: Robert L. Bartholic
Vice President—Law
Suite 1900, Executive Tower Bldg.
1405 Curtis Street
Denver, Colorado 80202**