

TRACY FLANIGAN

ATTORNEY AT LAW

201 East Third Street
Post Office Box 681
CARTHAGE, MISSOURI 64836-0681

TELEPHONE 417-358-8045

FACSIMILE 417-358-2228

July 12, 2002

EXPEDITED COURIER SERVICE

Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

ATTN: RECORDATIONS

Re: Documentation for Recordation

RECORDATION NO. 5614 - II FILED

JUL 19 '02 2-32 PM

SURFACE TRANSPORTATION BOARD



Dear Ms. Fort:

I am enclosing a counterpart original and a copy of the four documents described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

1. The first document to be recorded, a secondary document, is a Supplemental Indenture of the Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage dated February 1, 1921, to Citibank, N.A. and Victor Zarrilli, Trustees (the "Indenture"). The document is effective as of May 6, 1999, and provides for the removal of certain properties from the lien of the First and Refunding Mortgage. The primary document to which this is connected was recorded under ICC recordation number 5606 on February 25, 1970.

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

Mortgage Trustees:

Citibank, N.A.
Corporate Trust Office
111 Wall Street, 5th Floor
New York, New York 10043

Victor Zarrilli, Individual Trustee
c/o UMB Bank of St. Louis, N.A.
6 South Broadway
St. Louis, MO 63102

Bartlett Ford and Jacob M. Ford, II), Trustees, as heretofore supplemented (the "Indenture," ICC recordation number 5614, March 3, 1970), which evidences the change of name of First Trust of New York, National Association to U.S. Bank Trust National Association and provides for the removal of certain properties and certain other amendments.

3. The third document to be recorded, a secondary document, is a trustee appointment made under the Burlington Northern Inc. Consolidated Mortgage dated March 2, 1970. This document is effective as of September 15, 1999, and appoints Laura Roberson as individual trustee in succession to W.A. Johnson, resigned. The primary document to which this is connected was recorded under ICC recordation number 5614 on March 3, 1970.

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

Mortgage Trustee: U.S. Bank Trust National Association
100 Wall Street, Suite 1600
New York, NY 10005

Mortgager: The Burlington Northern and Santa Fe Railway
Company
2650 Lou Menk Drive
Ft. Worth, TX 76131

A short summary of the document to appear in the index is as follows: Appointment of Laura Roberson as Individual Trustee under the Burlington Northern Inc. Consolidated Mortgage dated March 2, 1970 in succession to W.A. Johnson, Resigned.

4. The fourth document to be recorded, a secondary document, is an acceptance of appointment under the Burlington Northern Inc. Consolidated Mortgage dated March 2, 1970. This document is effective as of September 15, 1999, and acknowledges Laura Roberson's acceptance of appointment as individual trustee following the resignation of W.A. Johnson. The primary document to which this is connected was recorded under ICC recordation number 5614 on March 3, 1970.

The names and address of the parties to the document are as follows:

Mortgage Trustees: U.S. Bank Trust National Association
100 Wall Street, Suite 1600
New York, NY 10005

Surface Transportation Board

Page 4

July 12, 2002

Laura Roberson, Individual Trustee
211 N. Broadway
One Metropolitan Square, Suite 3900
St. Louis, MO 63102

Mortgager:

The Burlington Northern and Santa Fe Railway
Company
2650 Lou Menk Drive
Ft. Worth, TX 76131

A short summary of the document to appear in the index is as follows: Acceptance of appointment as successor individual trustee under the Burlington Northern Inc. Consolidated Mortgage dated March 2, 1970.

Enclosed is a check in the amount of \$120 to cover the cost of the filings listed above. Please return the file-stamped copy of each document to the undersigned in the envelope provided. Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me at (417) 358-8045.

Very truly yours,



Tracy Combs Flanigan

TCF/lab

Enclosures

RECORDATION NO.

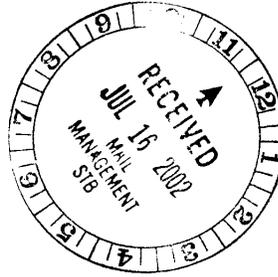
5614-11

FILED

JUN '19 '02

2-32 PM

SURFACE TRANSPORTATION BOARD



Counterpart 46
of 50 counterparts

Appointment of Laura Roberson as
Individual Trustee under the Burlington
Northern Inc. Consolidated Mortgage
dated March 2, 1970 in Succession
to W. A. Johnson, Resigned

KNOW ALL MEN BY THESE PRESENTS: That, WHEREAS, Burlington Northern Inc. (Now The Burlington Northern and Santa Fe Railway Company) did execute and deliver to Morgan Guaranty Trust Company of New York (now, by a sale to another entity and a subsequent merger, U.S. Bank Trust National Association) and Jacob M. Ford II, as Trustees, its Consolidated Mortgage, dated March 2, 1970.

WHEREAS, the said Jacob M. Ford II, the Individual Trustee named in said Mortgage, resigned and Bartlett Ford was thereafter duly appointed as successor Individual Trustee; and

WHEREAS, Bartlett Ford did thereafter resign; and W. A. Johnson was thereafter duly appointed as successor Individual Trustee; and

WHEREAS, W. A. Johnson did thereafter resign; and by Section 10.04 of said Mortgage, a successor Individual Trustee may be appointed; and

WHEREAS, the undersigned are authorized to act on behalf of The Burlington Northern and Santa Fe Railway Company, and U. S. Bank Trust National Association, as Corporate Trustee, to fill the vacancy in the office of the Individual Trustee under said Consolidated Mortgage;

THIS INSTRUMENT WITNESSETH: That pursuant to Section 10.04 of the Consolidated Mortgage, The Burlington Northern and Santa Fe Railway Company and U.S. Bank Trust National Association, as Corporate Trustee, hereby appoint Laura Roberson, a resident of the City of St. Louis, in the State of Missouri, as Individual Trustee under said Consolidated Mortgage, to fill the vacancy in the office of Individual Trustee created by the resignation of W. A. Johnson, successor Individual Trustee, to act as such Individual Trustee under said Consolidated Mortgage, with like effect as if originally named as Trustee therein, effective as of September 15, 1999.

IN WITNESS WHEREOF, The Burlington Northern and Santa Fe Railway Company has caused these presents to be signed, dated and acknowledged by one of its Vice Presidents and its corporate seal to be affixed hereunto and the same to be attested by the signature of its Secretary or one of its Assistant Secretaries; and U.S. Bank Trust National Association, as Corporate Trustee, has caused these presents to be signed, dated and acknowledged by one of its Vice Presidents and its corporate seal to be affixed hereunto and the same to be attested by the signature of its Secretary or one of its Assistant Secretaries.

Dated: September 15, 1999

THE BURLINGTON NORTHERN AND SANTA
FE RAILWAY COMPANY

By: Richard E. Weicher
Name typed: Richard E. Weicher
Vice President

Attest:

Craig N. Smetko
Name typed: CRAIG N. Smetko
Assistant Secretary

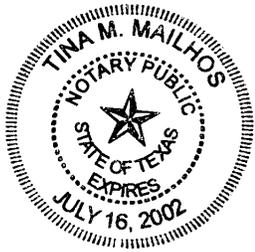


STATE OF TEXAS)
) ss:
CITY OF FORT WORTH)
)
COUNTY OF TARRANT)

On this 15th day of September, 1999, before me, Tina Mailhos, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared Richard E. Wucher and CRAIG N. Smetko to me known to be a Vice President and an Assistant Secretary, respectively, of The Burlington Northern and Santa Fe Railway Company, a corporation organized and existing under the laws of the State of Delaware, one of the corporations that executed the within and foregoing instrument; and the said Richard E. Wucher and CRAIG N. Smetko, severally, acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument and that the seal affixed thereto is the corporate 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: 7-16-02.



Tina Mailhos
Notary Public

U.S. BANK TRUST NATIONAL ASSOCIATION

By: Catherine F. Donohue
Name typed: Catherine F. Donohue
Vice President

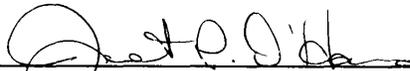
Attest:
Beverly A. Freaney
Name typed: Beverly A. Freaney
Assistant Secretary

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

On this 15th day of September, 1999, before me, Janet P. O'Hara, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared Catherine F. Donohue and Beverly A. Freeney to me known to be a Vice President and an Assistant Secretary, respectively, of U. S. Bank Trust National Association (formerly First Trust of New York, National Association), a national banking association organized and existing under the laws of the United States of America, the association that executed the within and foregoing instrument; and the said Catherine F. Donohue and Beverly A. Freeney 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 on oath stated that they were authorized to execute said instrument and that the seal affixed thereto is the seal of said association.

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

My notarial commission expires November 3, 1999.



Notary Public
Janet P. O'Hara
Notary Public, State of New York
No. 010H5087549
Qualified in Queens County
Commission Expires: November 3, 1999

TRACY FLANIGAN

ATTORNEY AT LAW

201 East Third Street
Post Office Box 681
CARTHAGE, MISSOURI 64836-0681

TELEPHONE 417-358-8045

FACSIMILE 417-358-2228

July 12, 2002

EXPEDITED COURIER SERVICE

Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

ATTN: RECORDATIONS

Re: Documentation for Recordation

RECORDATION NO. 5614 - II FILED

JUL 19 '02 2-32 PM

SURFACE TRANSPORTATION BOARD



Dear Ms. Fort:

I am enclosing a counterpart original and a copy of the four documents described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

1. The first document to be recorded, a secondary document, is a Supplemental Indenture of the Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage dated February 1, 1921, to Citibank, N.A. and Victor Zarrilli, Trustees (the "Indenture"). The document is effective as of May 6, 1999, and provides for the removal of certain properties from the lien of the First and Refunding Mortgage. The primary document to which this is connected was recorded under ICC recordation number 5606 on February 25, 1970.

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

Mortgage Trustees:

Citibank, N.A.
Corporate Trust Office
111 Wall Street, 5th Floor
New York, New York 10043

Victor Zarrilli, Individual Trustee
c/o UMB Bank of St. Louis, N.A.
6 South Broadway
St. Louis, MO 63102

Bartlett Ford and Jacob M. Ford, II), Trustees, as heretofore supplemented (the "Indenture," ICC recordation number 5614, March 3, 1970), which evidences the change of name of First Trust of New York, National Association to U.S. Bank Trust National Association and provides for the removal of certain properties and certain other amendments.

3. The third document to be recorded, a secondary document, is a trustee appointment made under the Burlington Northern Inc. Consolidated Mortgage dated March 2, 1970. This document is effective as of September 15, 1999, and appoints Laura Roberson as individual trustee in succession to W.A. Johnson, resigned. The primary document to which this is connected was recorded under ICC recordation number 5614 on March 3, 1970.

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

Mortgage Trustee: U.S. Bank Trust National Association
100 Wall Street, Suite 1600
New York, NY 10005

Mortgager: The Burlington Northern and Santa Fe Railway
Company
2650 Lou Menk Drive
Ft. Worth, TX 76131

A short summary of the document to appear in the index is as follows: Appointment of Laura Roberson as Individual Trustee under the Burlington Northern Inc. Consolidated Mortgage dated March 2, 1970 in succession to W.A. Johnson, Resigned.

4. The fourth document to be recorded, a secondary document, is an acceptance of appointment under the Burlington Northern Inc. Consolidated Mortgage dated March 2, 1970. This document is effective as of September 15, 1999, and acknowledges Laura Roberson's acceptance of appointment as individual trustee following the resignation of W.A. Johnson. The primary document to which this is connected was recorded under ICC recordation number 5614 on March 3, 1970.

The names and address of the parties to the document are as follows:

Mortgage Trustees: U.S. Bank Trust National Association
100 Wall Street, Suite 1600
New York, NY 10005

Surface Transportation Board

Page 4

July 12, 2002

Laura Roberson, Individual Trustee
211 N. Broadway
One Metropolitan Square, Suite 3900
St. Louis, MO 63102

Mortgager:

The Burlington Northern and Santa Fe Railway
Company
2650 Lou Menk Drive
Ft. Worth, TX 76131

A short summary of the document to appear in the index is as follows: Acceptance of appointment as successor individual trustee under the Burlington Northern Inc. Consolidated Mortgage dated March 2, 1970.

Enclosed is a check in the amount of \$120 to cover the cost of the filings listed above. Please return the file-stamped copy of each document to the undersigned in the envelope provided. Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me at (417) 358-8045.

Very truly yours,



Tracy Combs Flanigan

TCF/lab

Enclosures

RECORDATION NO.

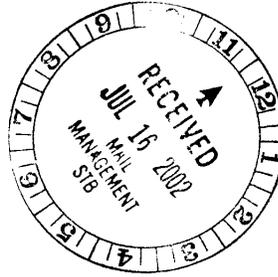
5614-11

FILED

JUN '19 '02

2-32 PM

SURFACE TRANSPORTATION BOARD



Counterpart 46
of 50 counterparts

Appointment of Laura Roberson as
Individual Trustee under the Burlington
Northern Inc. Consolidated Mortgage
dated March 2, 1970 in Succession
to W. A. Johnson, Resigned

KNOW ALL MEN BY THESE PRESENTS: That, WHEREAS, Burlington Northern Inc. (Now The Burlington Northern and Santa Fe Railway Company) did execute and deliver to Morgan Guaranty Trust Company of New York (now, by a sale to another entity and a subsequent merger, U.S. Bank Trust National Association) and Jacob M. Ford II, as Trustees, its Consolidated Mortgage, dated March 2, 1970.

WHEREAS, the said Jacob M. Ford II, the Individual Trustee named in said Mortgage, resigned and Bartlett Ford was thereafter duly appointed as successor Individual Trustee; and

WHEREAS, Bartlett Ford did thereafter resign; and W. A. Johnson was thereafter duly appointed as successor Individual Trustee; and

WHEREAS, W. A. Johnson did thereafter resign; and by Section 10.04 of said Mortgage, a successor Individual Trustee may be appointed; and

WHEREAS, the undersigned are authorized to act on behalf of The Burlington Northern and Santa Fe Railway Company, and U. S. Bank Trust National Association, as Corporate Trustee, to fill the vacancy in the office of the Individual Trustee under said Consolidated Mortgage;

THIS INSTRUMENT WITNESSETH: That pursuant to Section 10.04 of the Consolidated Mortgage, The Burlington Northern and Santa Fe Railway Company and U.S. Bank Trust National Association, as Corporate Trustee, hereby appoint Laura Roberson, a resident of the City of St. Louis, in the State of Missouri, as Individual Trustee under said Consolidated Mortgage, to fill the vacancy in the office of Individual Trustee created by the resignation of W. A. Johnson, successor Individual Trustee, to act as such Individual Trustee under said Consolidated Mortgage, with like effect as if originally named as Trustee therein, effective as of September 15, 1999.

IN WITNESS WHEREOF, The Burlington Northern and Santa Fe Railway Company has caused these presents to be signed, dated and acknowledged by one of its Vice Presidents and its corporate seal to be affixed hereunto and the same to be attested by the signature of its Secretary or one of its Assistant Secretaries; and U.S. Bank Trust National Association, as Corporate Trustee, has caused these presents to be signed, dated and acknowledged by one of its Vice Presidents and its corporate seal to be affixed hereunto and the same to be attested by the signature of its Secretary or one of its Assistant Secretaries.

Dated: September 15, 1999

THE BURLINGTON NORTHERN AND SANTA
FE RAILWAY COMPANY

By: Richard E. Weicher
Name typed: Richard E. Weicher
Vice President

Attest:

Craig N. Smetko
Name typed: CRAIG N. Smetko
Assistant Secretary

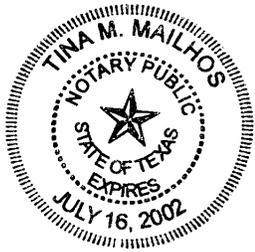


STATE OF TEXAS)
) ss:
CITY OF FORT WORTH)
)
COUNTY OF TARRANT)

On this 15th day of September, 1999, before me, Tina Mailhos, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared Richard E. Wucher and CRAIG N. Smetko to me known to be a Vice President and an Assistant Secretary, respectively, of The Burlington Northern and Santa Fe Railway Company, a corporation organized and existing under the laws of the State of Delaware, one of the corporations that executed the within and foregoing instrument; and the said Richard E. Wucher and CRAIG N. Smetko, severally, acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument and that the seal affixed thereto is the corporate 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: 7-16-02.



Tina Mailhos
Notary Public

U.S. BANK TRUST NATIONAL ASSOCIATION

By: Catherine F. Donohue
Name typed: Catherine F. Donohue
Vice President

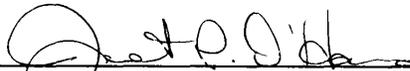
Attest:
Beverly A. Freaney
Name typed: Beverly A. Freaney
Assistant Secretary

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

On this 15th day of September, 1999, before me, Janet P. O'Hara, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared Catherine F. Donohue and Beverly A. Freeney to me known to be a Vice President and an Assistant Secretary, respectively, of U. S. Bank Trust National Association (formerly First Trust of New York, National Association), a national banking association organized and existing under the laws of the United States of America, the association that executed the within and foregoing instrument; and the said Catherine F. Donohue and Beverly A. Freeney 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 on oath stated that they were authorized to execute said instrument and that the seal affixed thereto is the seal of said association.

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

My notarial commission expires November 3, 1999.



Notary Public
Janet P. O'Hara
Notary Public, State of New York
No. 010H5087549
Qualified in Queens County
Commission Expires: November 3, 1999