

# TRACY COMBS FLANIGAN

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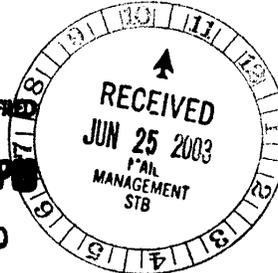
June 24, 2003

VIA EXPEDITED COURIER SERVICE  
Recordation  
Surface Transportation Board  
1925 K Street, N.W., Room 715  
Washington, D.C. 20423-0001

RECORDATION NO. 5606-0  
JUN 25 '03

2-67 PM

SURFACE TRANSPORTATION BOARD



Re: Documentation for Recordation

Dear Recorder:

I am enclosing a counterpart original and a copy of each of the two (2) documents described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

1. The first document to be recorded is an Instrument of Release and Satisfaction of the Great Northern Railway Company General Gold Bond Mortgage dated January 1, 1921 from Citibank, N.A. Trustee to The Burlington Northern and Santa Fe Railway Company, dated as of January 1, 1997. This document provides for the cancellation, satisfaction, release and discharge of said Great Northern Railway Company General Gold Bond Mortgage. The primary document to which this is connected was recorded under ICC Recordation Number 4749 on February 12, 1968. The names and addresses of the parties to the document are as follows:

Mortgage Trustee: Citibank, N.A. as Trustee,  
Corporate Trust Office  
111 Wall St., 14<sup>th</sup> Floor  
New York, NY 10005

Mortgagor: The Burlington Northern and Santa Fe Railway Company  
2500 Lou Menk Drive  
Fort Worth, TX 76131

A short summary of the document to appear in the index is as follows:

Instrument of Release and Satisfaction of Great Northern Railway Company General Gold Bond Mortgage dated January 1, 1921 (the "Release"), which Release is dated as of January 1, 2003 from Citibank, N.A. to The Burlington Northern and Santa Fe Railway Company, which provides for the cancellation, satisfaction, release, and discharge of the Great Northern Railway Company General Gold Bond Mortgage.

2. The second document to be recorded is an Instrument of Release and Satisfaction of the Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage, dated February 1, 1921 from Citibank, N.A., Trustee to The Burlington, Northern and Santa Fe Railway Company, dated as of January 1, 2003. This document provides for the cancellation, satisfaction, release and discharge of said Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage. The primary document to which this is

Ms. Janice Fort, Recordation  
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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 Trustee: Citibank, N.A.  
Corporate Trust Officer  
120 Wall Street  
New York, NY 10005

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

A short summary of the document to appear in the index is as follows:

Instrument of Release and Satisfaction of Chicago, Burlington & Quincy First and Refunding Mortgage dated January 1, 1921 (the "Release"), which Release is dated as of January 1, 2003 from Citibank, N.A. Trustee to The Burlington Northern and Santa Fe Railway Company, which provides for the cancellation, satisfaction, release and discharge of Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage.

Enclosed is a check in the amount of \$60 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/ld

Enclosures

Cc: Craig N. Smetko  
Associate General Counsel and  
Assistant Secretary

RECORDATION NO. 5606-0 FILED

JUN 25 '03

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SURFACE TRANSPORTATION BOARD

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CITIBANK, N.A

Trustee

to

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

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**INSTRUMENT OF RELEASE AND SATISFACTION  
of  
GREAT NORTHERN RAILWAY COMPANY  
GENERAL GOLD BOND MORTGAGE**

Dated January 1, 1921

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Dated as of January 1, 2003

WHEREAS, The Burlington Northern and Santa Fe Railway Company, a Delaware Corporation, formerly Burlington Northern Railroad Company and prior to that, Burlington Northern Inc., corporate successor in interest and title by merger to Great Northern Railway Company (hereinafter called the "Company"), and Citibank, N.A., formerly The First National Bank of the City of New York, as Trustee, are parties to that certain Great Northern Railway Company General Gold Bond Mortgage dated January 1, 1921, as amended by Supplemental Indentures, dated, respectively, March 19, 1936, as of January 1, 1937, April 18, 1944, as of July 1, 1944, March 20, 1945, July 1, 1945, two supplements as of January 1, 1946, as of July 2, 1953, as of September 1, 1954, two supplements as of March 2, 1970, as of July 1, 1970, as of January 1, 1971, as of January 1, 1974, as of July 1, 1975, as of January 1, 1978, as of July 1, 1980, as of May 14, 1981, as of December 31, 1981, as of December 31, 1982, as of January 29, 1986, as of November 20, 1987, as of December 22, 1992, and as of December 31, 1996, under which General Gold Bond Mortgage Bonds of several series have been issued;

WHEREAS, Great Northern Railway Company General Mortgage 2.625% Gold Bonds, Series Q, due January 1, 2010 were the only issue of bonds outstanding in the hands of the public and the Company has effected the early redemption of the same by depositing in trust with U. S. Bank Trust National Association 100 1/8% of the principal amount owing on the Series Q Bonds and the interest owing thereon and has paid or caused to be paid all other sums payable by it under the Great Northern Railway Company General Gold Bond Mortgage;

WHEREAS, the Great Northern Railway Company General Mortgage 9 1/2% Gold Bonds, Series S, due January 1, 2010, the Great Northern Railway Company General Mortgage 8 1/2% Gold Bonds, Series T, due January 1, 2010, the Great Northern Railway Company General Mortgage 8.6% Gold Bonds, Series U, due January 1, 2010, the Great Northern Railway Company General Mortgage 9 1/4% Gold Bonds, Series V, due January 1, 2010, General Mortgage 9 1/4% Gold Bonds, Series W, due January 1, 2010 and the Great Northern Railway Company General Mortgage 12 7/8% Gold Bonds, Series X, due January 1, 2010, have been released as security for other obligations and the same have been set aside for cancellation.

NOW THEREFORE, in consideration of the premises and of the sum of ten dollars (\$10.00) to the Trustee duly paid by the Company at or before the execution of this instrument, receipt of

which is hereby acknowledged, the Trustee pursuant to the provisions of the Great Northern Railway Company General Gold Bond Mortgage, does hereby acknowledge that said General Gold Bond Mortgage is canceled, satisfied, released and discharged; does hereby assign, convey, transfer and deliver to the Company, its successors and assigns, all the estate, right, title and interest of the Trustee in and to the property rights, and interest conveyed, assigned and pledged to the Trustee under the Great Northern Railway Company General Gold Bond Mortgage subject to any existing liens not created by the Great Northern Railway Company General Gold Bond Mortgage; does hereby authorize the recording of this Instrument of Release and Satisfaction and any other such document in all offices as shall be necessary to remove the lien of said Great Northern Railway Company General Gold Bond Mortgage; and further, does hereby agree to do such other acts and things that shall be necessary to vest in The Burlington Northern and Santa Fe Railway Company title, subject to any existing liens, not created by the Great Northern Railway Company General Gold Bond Mortgage, in and to the property, right and interest, conveyed, assigned and pledged to the Trustee under the Great Northern Railway Company General Gold Bond Mortgage.

IN WITNESS WHEREOF, Citibank, N.A., formerly The First National Bank of the City of New York, Trustee, has caused this instrument to be signed, and its corporate seal to be hereunto affixed, by one of its Vice Presidents and to be attested by one of its authorized officers all as of the 1st day of January 2003.



CITIBANK, N.A.

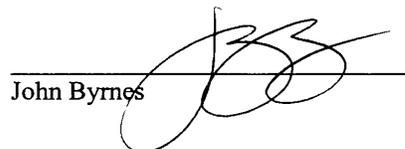
By:   
P. DeFelice,  
Vice President

Attest:

  
\_\_\_\_\_  
Nancy Forte  
Assistant Vice President

Signed, sealed and acknowledged by Citibank, N.A. as Trustee in the presence of:

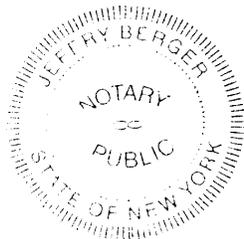
  
\_\_\_\_\_  
Robert Kirchner

  
\_\_\_\_\_  
John Byrnes

STATE OF NEW YORK )  
 )SS  
CITY AND COUNTY OF NEW YORK )

On this 29th day of January, 2003, before me, Jeffrey Berger, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared P. DeFelice and Nancy Forte, to me known to be a Vice President and an Assistant Vice President, respectively, of Citibank, N.A., 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 P. DeFelice and Nancy Forte 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 thereto is the seal of said association.

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



*Jeffrey Berger*  
Notary Public

JEFFRY BERGER  
Notary Public, State Of New York  
No. 01BE015814  
Qualified in Kings County  
Commission Expires July 26, 2005

Mortgage registration tax due hereon: none.

Unless otherwise directed by The Burlington Northern and Santa Fe Railway Company, real property taxes for the real property of The Burlington Northern and Santa Fe Railway Company, should be sent to:

Alec Vincent, Director of Taxes  
The Burlington Northern and Santa Fe Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131

Addresses of the parties to the foregoing instrument:

The Burlington Northern and Santa Fe Railway Company  
Attn: Craig N. Smetko  
2500 Lou Menk Drive  
Fort Worth, Texas 76131

Citibank, N.A., as Trustee, Corporate Trust Office  
111 Wall Street-14th Floor  
New York, New York 10005

Prepared by:

The Burlington Northern and Santa Fe Railway Company  
Attn: Craig N. Smetko  
2500 Lou Menk Drive  
Fort Worth, Texas 76131  
(817)-352-3465