

Document 2005 2607

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MICHELLE "MICKI" UTSLER, COUNTY RECORDER
MADISON IOWA

COMPUTER	<input checked="" type="checkbox"/>
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COMPARED	<input type="checkbox"/>

25221381
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St. Paul, MN 55117

Counterpart Original
Executed in 550 Counterparts
Of which this is No. 540

BNSF RAILWAY COMPANY
TO
U.S. BANK TRUST NATIONAL ASSOCIATION
AND
LAURA ROBERSON
(Successor to Bartlett Ford, Jacob J. Ford II and W. A. Johnson), Trustees

TWENTY-SEVENTH SUPPLEMENTAL INDENTURE

Dated as of January 20, 2005

TO

BURLINGTON NORTHERN INC.
CONSOLIDATED MORTGAGE

Dated March 2, 1970

Providing for the Continuation of Obligations
By Reason of the Change of Name of
The Burlington Northern and Santa Fe Railway Company
To
BNSF Railway Company

THIS TWENTY-SEVENTH SUPPLEMENTAL INDENTURE, dated as of January 20, 2005, by and between

BNSF RAILWAY COMPANY, a Delaware corporation hereinafter sometimes called "Company" (formerly known as The Burlington Northern and Santa Fe Railway Company, and prior to that Burlington Northern Railroad Company, and prior to that Burlington Northern Inc.), mortgagor in and under that certain Consolidated Mortgage of Burlington Northern Inc. dated March 2, 1970, as supplemented, ("Consolidated Mortgage") of which mortgage U.S. Bank Trust National Association and Laura Roberson are Trustees, party of the first part, mortgagor, now by itself

And

U.S. BANK TRUST NATIONAL ASSOCIATION, a National Banking Association, organized and existing under the laws of the United States of America, (successor to First Trust of New York, National Association and Morgan Guaranty Trust Company of New York), and Laura Roberson of St. Louis, Missouri (successor to Bartlett Ford, Jacob M. Ford, II and W. A. Johnson), as Trustees, hereinafter called, when referred to jointly, the "Trustees," and, when referred to separately, the "Corporate Trustee" and the "Individual Trustee," respectively, Trustees in and under said Consolidated Mortgage, parties of the second part, Trustees,

WITNESSETH:

Whereas, Burlington Northern Inc. as mortgagor, has heretofore made, executed and delivered to Morgan Guaranty Trust Company of New York and Jacob M. Ford, II, (and his successors in trust) as Trustees, its Consolidated Mortgage dated March 2, 1970, and supplemental indentures thereto dated, respectively, as of March 2, 1970, as of July 1, 1970, as of April 15, 1971, as of December 20, 1971, as of May 23, 1972, as of January 15, 1974, as of July 1, 1975, as of June 15, 1978, as of March 1, 1979, as of August 1, 1980, as of May 14, 1981, as of December 31, 1981, as of December 31, 1982, as of October 1, 1986, as of May 15, 1987, as of November 1, 1987, as of January 29, 1986, six supplemental indentures as of December 10, 1990, as of November 20, 1987, as of September 2, 1994, as of December 31, 1996, and as of May 6, 1999, under which Consolidated Mortgage Bonds of several series are outstanding.

Whereas, by Agreement of Merger and Plan of Reorganization dated April 2, 1981, made by and among Burlington Northern Inc., Burlington Northern

Transportation Company, and Burlington Northern Holding Company, as of May 14, 1981, the corporate name of Burlington Northern Inc. was changed to Burlington Northern Railroad Company and by the May 14, 1981 Supplemental Indenture, Burlington Northern Railroad Company, assumed and agreed to pay, perform and observe all of the Mortgagor's covenants and conditions contained in the said Consolidated Mortgage.

Whereas, in accordance with permissive authorization to merge as set forth in the Interstate Commerce Commission decision effective as of September 22, 1995 and by Agreement and Plan of Merger dated December 31, 1996, The Atchison Topeka and Santa Fe Railway Company on December 31, 1996 merged with and into Burlington Northern Railroad Company and the corporate name of said company was changed to The Burlington Northern and Santa Fe Railway Company and by the December 31, 1996 Supplemental Indenture, The Burlington Northern and Santa Fe Railway Company assumed and agreed to pay, perform and observe all of the Mortgagor's covenants and conditions contained in the said Consolidated Mortgage.

Whereas in accordance with the amendment to its Certificate of Incorporation duly noted in the State of Delaware, the corporate name of The Burlington Northern and Santa Fe Railway Company is changed to BNSF Railway Company effective as of January 20, 2005 and by this, the as of January 20, 2005 Supplemental Indenture, BNSF Railway Company agrees to continue to pay, perform and observe all of the Mortgagor's covenants and conditions contained in the said Consolidated Mortgage.

NOW, THEREFORE, in consideration of the premises and of the sum of Ten Dollars (\$10.00) paid by the Trustees to BNSF Railway Company, receipt of which is hereby acknowledged, to record the change in corporate name, to further secure, and evidence the continuing affirmation, undertaking and obligation of payment, performance and observance of all of the covenants and conditions contained in the Consolidated Mortgage, the parties hereto do hereby covenant and agree as follows:

ARTICLE ONE

Affirmation by BNSF Railway Company

BNSF Railway Company is hereby acknowledged as the mortgagor under the Consolidated Mortgage, and as such mortgagor, BNSF Railway Company in all respects ratifies, confirms and continues uninterrupted the obligations under the Consolidated Mortgage. Further, BNSF Railway Company hereby reaffirms

its obligations to make the due and punctual payment of the principal of, premium, if any 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 Consolidated Mortgage.

ARTICLE TWO

Concerning the Trustees

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

ARTICLE THREE

Execution in Counterparts

This Twenty-Seventh Supplemental Indenture may be executed in any number of counterparts, each of which when 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 Twenty-Seventh Supplemental Indenture in the Land Registry and other records, or for any other uses or purposes, any number of true and exact conformed copies of this Supplemental Indenture may be exemplified by the certificate and signature of an Assistant Secretary issued under the seal of the 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.

ARTICLE FOUR

Construed with Mortgage

This is a Twenty-Seventh Supplemental Indenture to the Consolidated Mortgage, executed pursuant to the provisions thereof, and each and every part of this Twenty-Seventh Supplemental Indenture and each and every covenant contained herein shall be and become a part of the Consolidated Mortgage and each of the covenants and obligations of BNSF Railway Company herein contained shall be subject to the provisions of the Consolidated Mortgage.

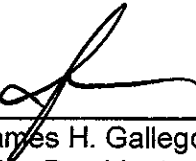
IN WITNESS WHEREOF, BNSF Railway Company, the party of the first part, has caused this Twenty-Seventh Supplemental Indenture to be signed and acknowledged by its Chairman of the Board or its President and Chief Executive Officer or one of its Vice Presidents, and its corporate seal to be affixed hereunto 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, the Corporate Trustee, one of the parties of the second part, has caused this Twenty-Seventh Supplemental Indenture to be signed 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 one of its Trust Officers, and LAURA ROBERSON, the Individual Trustee, the other of the party of the second part, has hereunto set her hand, all as of the day and year first above written.

ATTEST:

BNSF RAILWAY COMPANY



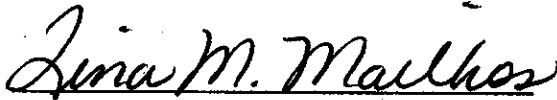
Craig M. Smetko
Assistant Secretary

By 

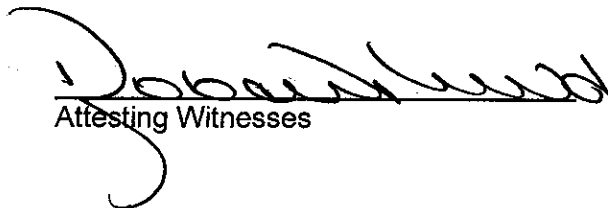
James H. Gallegos
Vice President and Corporate
General Counsel



Signed, sealed and acknowledged by
BNSF Railway Company in the
presence of:



Lina M. Mathos



Attesting Witnesses

ATTEST:

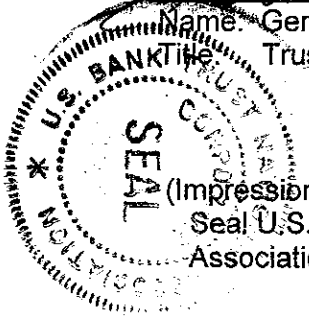
U.S. BANK TRUST NATIONAL ASSOCIATION

[Handwritten Signature]

Name: Geraldo Cruz
Trust Officer

[Handwritten Signature]

By Name: Beverly A. Freney
Title: Vice President



(Impression of the Corporate Seal U.S. Bank Trust National Association)

Signed, sealed and acknowledged by U.S. BANK TRUST NATIONAL ASSOCIATION, as Trustee in the presence of:

[Handwritten Signature]
WAYNE GRIMA

[Handwritten Signature]
Attesting Witnesses
ERVIS S. WOOD

By Laura Roberson
Laura Roberson, as Individual Trustee

Signed and acknowledged by
Laura Roberson, as Individual
Trustee in the presence of:

Brad Engler

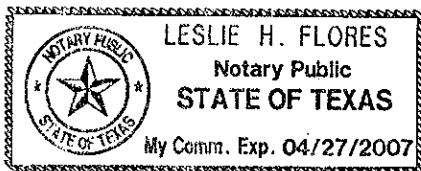
Landra Platt
Attesting Witnesses

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

On this 28th day of January, 2005, before me, Leslie H. Flores, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared James H. Gallegos and Craig N. Smetko to me known to be the Vice President and Corporate General Counsel and an Assistant Secretary, respectively, of BNSF 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 James H. Gallegos 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 April 27, 2007.



Leslie H. Flores

Notary Public

STATE OF NEW YORK)

CITY OF NEW YORK) ss:

COUNTY OF KINGS)

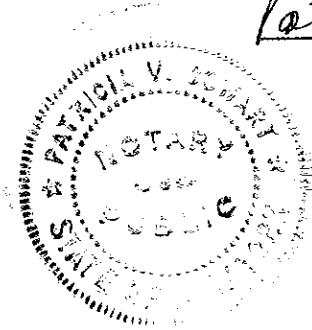
On this 4 day of May, 2005, before me, ^{Patricia V. Cowart} ~~Sara~~ ~~Star~~, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared Beverly A. Freeney and Geraldo Cruz to me known to be the Vice President and a Trust Officer, respectively, of U.S. BANK TRUST NATIONAL ASSOCIATION, an 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 Vice President and Trust Officer, 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 hereunto set my hand and affixed by official seal the day and year first above written.

Patricia V. Cowart
 Notary Public, State of New York
 No. 01C0508536
 Qualified in Kings County
 Commission Expires Sept 22, 2005

My notarial commission expires _____

Patricia V. Cowart
 Notary Public



STATE OF MISSOURI)
)
COUNTY AND CITY) ss:
OF ST. LOUIS)
)

On this 21 day of MARCH, 2005, before me personally came Laura Roberson, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that she executed the same for the uses, purposes, and consideration therein expressed.

Given under my hand and seal of office, the day and year first above written.

M. Deborah King
NOTARY PUBLIC - NOTARY SEAL
STATE OF MISSOURI
Commission No. 52673
My Commission expires Aug 11, 2008


Notary Public

My Commission Expires:

Mortgage Registration Tax Due Hereon: None

Unless otherwise directed by BNSF Railway Company, real property taxes for the real property of BNSF Railway Company, should be sent to:

Alec Vincent
BNSF Railway Company
General Director of Taxes
2500 Lou Menk Drive, 2nd Floor
Fort Worth, TX 76131

Addresses of the parties to the foregoing instrument:

BNSF Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131
Attention: Craig N. Smetko
Associate General Counsel
and Assistant Secretary

Laura Roberson, as Individual Trustee
Vice President
UMB Bank
Two South Broadway, Suite 435
St. Louis, MO 63102

U.S. Bank Trust National
Association
100 Wall Street, Suite 1600
New York, NY 10005
Attention: Beverly Freeney
Vice President

Prepared by:

Tracy Combs Flanigan
Attorney At Law
221 W. 4th Street, Suite 15
Carthage, MO 64836

417-358-8045



U25221381-01TC12

SUPPLEMENTAL IND

US Recordings