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INDENTURE, made this 2nd day of December, 1982, between BURLINGTON NORTHERN RAILROAD COMPANY, a corporation organized and existing under the laws of the State of Delaware, party of the first part and CITIBANK, N.A., a national banking association, incorporated and existing under the laws of the United States of America, as Trustee under the General Lien Mortgage hereinafter described, hereinafter called the "Trustee", party of the second part;

WHEREAS, on the 10th day of November, 1896, the Northern Pacific Railway Company did make, execute and deliver a mortgage or deed of trust of its corporate railroad property and franchises known as its General Lien Mortgage unto The Farmers' Loan and Trust Company, as Trustee (subject, however, to the prior and superior lien of the Prior Lien Mortgage of the Northern Pacific Railway Company bearing even date therewith), which trust was duly accepted by said The Farmers' Loan and Trust Company by executing the said mortgage as party of the second part thereto, and

WHEREAS, by virtue and as the result of an agreement made pursuant to the laws of the State of New York, which became effective as of June 28, 1929, City Bank Farmers Trust Company, a corporation of the State of New York, was merged into The Farmers' Loan and Trust Company, and the name of The Farmers' Loan and Trust Company was changed to City Bank Farmers Trust Company, which agreement of merger and change of name was recognized as valid and effective by the Superintendent of Banking of the State of New York, pursuant to the laws of that State, and

WHEREAS, at the close of business on January 30, 1959, said City Bank Farmers Trust Company was converted into a national banking association under the title "First National City Trust Company", said First National City Trust Company, as of the close of business on January 15, 1963, was merged with First National City Bank, a national banking association, and on March

1, 1976, First National City Bank became known as Citibank, N.A., and

WHEREAS, said Citibank, N.A. is Trustee under the above described mortgage and is vested with all of the estates, properties, rights, powers and trusts therein specified, and

WHEREAS, by virtue and as a result of an agreement of merger which became effective March 2, 1970, Northern Pacific Railway Company, the mortgagor named in said General Lien Mortgage, was merged into and with Great Northern Pacific & Burlington Lines, Inc., the name of which company was changed to Burlington Northern Inc. on March 2, 1970 and

WHEREAS, by Supplemental indenture, dated March 2, 1970, to said General Lien Mortgage, Burlington Northern Inc. has assumed and agreed to be bound by all the covenants and conditions of the said mortgage therein agreed to be kept and performed by Northern Pacific Railway Company and has succeeded to and been substituted for Northern Pacific Railway Company in said mortgage, and

WHEREAS, on April 2, 1981, an Agreement of Merger and Plan of Reorganization provided for a change of name from Burlington Northern Inc. to Burlington Northern Railroad Company, and

WHEREAS, under the terms of said mortgage the mortgagor did covenant and agree that, in case any of the mortgage property should be released from the lien of said mortgage, any new property acquired by the mortgagor to take the place of any property released should become and be subject to the lien of said mortgage as fully as if specifically mortgaged thereby, but if required by the Trustee, the mortgagor would convey the same to the Trustee by appropriate deeds upon the trusts and for the purposes of said mortgage, and

WHEREAS, the property hereinafter described was acquired by Burlington Northern Railroad Company in exchange for property which was subject to the lien of said General Lien Mortgage, and the Trustee has requested that Burlington Northern Railroad

Company convey the same to the Trustee by appropriate deed upon the trusts and for the purpose of said mortgage, and

WHEREAS, Burlington Northern Railroad Company and its predecessor in interest, said Northern Pacific Railway Company, has from time to time heretofore made and delivered to the Trustee of said General Lien Mortgage Supplements thereto, and

WHEREAS, by the unanimous written consent of the Executive Committee of the Board of Directors of Burlington Northern Railroad Company, dated the 24th day of November, 1982, in the City of St. Paul, a draft of this indenture was submitted and a resolution in the following words was duly and unanimously adopted, viz.:

"RESOLVED, that the Chairman and Chief Executive Officer, the President or a Vice President and Secretary or Assistant Secretary of this Company be, and they are hereby, authorized and directed to execute and acknowledge and deliver on behalf of this Company and under its corporate seal to Citibank, N.A., a national banking association, a Supplemental Mortgage or deed of trust, in the standard form, of the properties herein described to be acquired, by way of further assurance and as further security for the 'General Lien Railway and Land Grant gold Bonds' of this Company."

NOW, THEREFORE, THIS INDENTURE WITNESSETH, that in consideration of the premises and of the sum of One Dollar (\$1.00) to it in hand paid by the Trustee, Burlington Northern Railroad Company has made and delivered to the Trustee this supplement to its said General Lien Mortgage, and upon the terms and conditions and for the purpose of said General Lien Mortgage as therein specified, and to secure the payment of the principal and interest of all bonds at any time issued and outstanding under said General Lien Mortgage, according to their tenor and effect, Burlington Northern Railroad Company has granted, bargained, sold, aliened, remised, conveyed, confirmed, assigned,

transferred and set over and by these presents does grant, bargain, sell, alien, remise, release, convey, confirm, assign, transfer and set over unto the Trustee, party of the second part, its successors and assigns, forever, all of the estate, right, title and interest of Burlington Northern Railroad Company in and to the following described real property situate in the County of Skamania and State of Washington to-wit:

Township 7 North, Range 6 East, Willamette Meridian

| | | |
|-------------|----------------|----------------|
| Section 4: | All Fractional | - 680.88 Acres |
| Section 6: | All Fractional | - 670.04 Acres |
| Section 10: | All | - 640.00 Acres |
| Section 22: | All | - 640.00 Acres |

Except all minerals.

subject, however, to the superior lien of the said Prior Lien Mortgage of Northern Pacific Railway Company, as supplemented, hereinbefore mentioned.

TO HAVE AND TO HOLD the same unto the Trustee, its successor or successors, or assigns, forever.

BUT IN TRUST, NEVERTHELESS, for the equal and proportionate benefit and security of all and every present and future holders of any and every bond and interest obligation issued under and secured by or to be issued under and to be secured by, the said General Lien Mortgage and as therein set forth.

AND IT IS HEREBY EXPRESSLY CONVENANTED AND AGREED that the real property hereinbefore described hereby granted, bargained, sold, aliened, remised, released, conveyed, confirmed, assigned, transferred and set over unto the Trustee, subject, however, to the superior lien of the said Prior Lien Mortgage of Northern Pacific Railway Company, as supplemented, shall be and hereby is considered to be for all intents and purposes of said General Lien Mortgage the same as, equivalent to and placed in the same category for the purpose of said General Lien Mortgage as the lands mortgaged thereby and described in the granting clauses thereof as all the lands granted by the Congress of the United States to aid in the construction and equipment of the railroad

of said Northern Pacific Railway Company or its predecessor in interest, Northern Pacific Railroad Company (commonly referred to as land grant lands), and it is further covenanted and agreed that upon the sale or sales, in whole or in part, by Burlington Northern Railroad Company as successor in interest to the said Northern Pacific Railway Company, of said real property hereinbefore described any release thereof by the Trustee from the lien of the General Lien Mortgage shall be pursuant to, in accordance with and governed by the provisions of Article Eight of said mortgage.

IN WITNESS WHEREOF, BURLINGTON NORTHERN RAILROAD COMPANY, party of the first part, has caused this indenture to be signed and acknowledged or proved by its Vice President, Timber and Land and its corporate seal to be hereunto affixed, and the same to be attested by the signature of its Assistant Secretary and Citibank, N.A., party of the second part, has caused its corporate seal to be hereunto affixed and attested by one of its Trust Officers, and these presents to be signed and acknowledged or proved by one of its Senior Trust Officers in token of its acceptance of the trusts hereby created, the day and year first above written.

Signed, sealed and delivered on behalf of Burlington Northern Railroad Company in presence of:

Marguerite Kline

BURLINGTON NORTHERN RAILROAD COMPANY

By [Signature]
Vice President, Timber and Land

ATTEST:

By Susanna N. Lyman
Susanna N. Lyman
Assistant Secretary

Signed, sealed and delivered on behalf of Citibank, N.A., in presence of:

Pam Resucci
PAM RESUCCI

CITIBANK, N.A., as Trustee as aforesaid.

By [Signature]
Senior Trust officer

ATTEST:

By [Signature]
Trust Officer

R. Batekman

ACKNOWLEDGMENT

STATE OF WASHINGTON

COUNTY OF KING

On this 7th day of December, 19 82, before me personally appeared L. James Brady and Susanna N. Lyman, to me known to be the Vice President, Timber and Land and Assistant Secretary, respectively, of Burlington Northern Railroad Company, the corporation which executed the within and foregoing instrument, and 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 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 last above written.

Marguerite Reed
Notary Public for the
State of Washington
Residing at Seattle
My Commission Expires 3/22/84

STATE OF NEW YORK)
COUNTY OF NEW YORK : ss
CITY OF NEW YORK)

On this 11th day of JANUARY, 19 83, before me ENZO L. CARBOCCI, a notary public, personally appeared _____ and R. Balekdjian

to me known to be a Senior Trust Officer and a Trust Officer, respectively, of CITIBANK, N.A., the corporation which executed the foregoing instrument, and who being duly sworn did say that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and the said _____ and R. Balekdjian

acknowledged said instrument to be the free act and deed 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 last aforesaid.

Enzo L. Carbocci
Notary Public, State of New York
My Commission Expires: _____

ENZO L. CARBOCCI
Notary Public, State of New York
No. 43-55778
Qualified in Richmond County
Cert. filed in New York County
Term expires March 30, 1994