

NORTHERN PACIFIC RAILWAY COMPANY, a Wisconsin corporation, the registered owner of \$27,355,000 principal amount of First Mortgage 4% Gold Bonds due March 1, 1961, issued and outstanding under the Indenture dated March 1, 1911, between Spokane, Portland and Seattle Railway Company and Central Trust Company of New York (now The Hanover Bank), as Trustee, hereby consents to the execution and delivery of the foregoing Supplemental Indenture dated as of March 1, 1961, extending the maturity of the principal of said Bonds from March 1, 1961, until March 1, 1971, and hereby agrees to deliver said Bonds to the Trustee for endorsement thereon as provided in said Supplemental Indenture.

IN WITNESS WHEREOF, NORTHERN PACIFIC RAILWAY COMPANY has caused this instrument of consent to be executed in its name and under its corporate seal by its President thereunto duly authorized this 22nd day of February, 1961.

NORTHERN PACIFIC RAILWAY COMPANY

By

Robert H. MacFarlane
President

ATTEST:

Timothy A. Chala
Secretary