

SUPPLEMENTAL MORTGAGE

INDENTURE made this 21st day of August, 1969, between NORTHERN PACIFIC RAILWAY COMPANY, a corporation organized and existing under the laws of the State of Wisconsin, hereinafter called the "Railway Company," party of the first part, and BANKERS TRUST COMPANY, a corporation created by and existing under the laws of the State of New York, hereinafter called the "Trustee," party of the second part;

WHEREAS, on the 10th day of November, 1896, the Railway Company did make, execute and deliver a mortgage or deed of trust of its corporate railroad property and franchises known as its Prior Lien Mortgage unto The Mercantile Trust Company, as Trustee, which trust was duly accepted by said The Mercantile Trust Company, 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 on August 10, 1911, said The Mercantile Trust Company, Trustee named in said Prior Lien Mortgage, was merged into and with the Bankers Trust Company, a corporation of the State of New York, and the Railway Company by an instrument dated October 11, 1911, constituted and appointed Bankers Trust Company as Trustee under said Prior Lien Mortgage, and

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