

appropriate deeds upon the trusts and for the purposes of said indenture, and

WHEREAS, the property hereinafter described was acquired by the Railway Company in exchange for property which was subject to the lien of said Prior Lien Mortgage and released therefrom by the said Trustee, and the Trustee has requested that the Railway Company convey the said property so acquired to the Trustee by appropriate deed upon the trusts and for the purposes of said indenture, and

WHEREAS, the Railway Company has heretofore made and delivered to the Trustee of said Prior Lien Mortgage twelve supplements thereto, said supplements being dated October 21, 1897, December 16, 1898, September 22, 1899, February 21, 1902, December 6, 1905, October 11, 1911, May 24, 1937, April 28, 1943, June 29, 1964, September 20, 1966, March 26, 1968, and June 30, 1969, and

WHEREAS, at a meeting of the Board of Directors of the Railway Company duly held on the 12th day of December, 1968, in the City of St. Paul, Minnesota, a draft of this indenture was submitted and a resolution in the following words was duly and unanimously adopted, viz.:

"RESOLVED, That the Chairman of the Board, the President or a Vice President and Secretary or Assistant Secretary of the Northern Pacific Railway Company be and they are hereby authorized and directed to execute and acknowledge, and to deliver in behalf of this Company and under its corporate seal to Bankers Trust Company, a corporation of the State of New York, a Supplemental Mortgage or deed of trust, substantially in the form of the draft thereof now submitted to this Board, of the properties therein described, by way of further assurance and as further security for the 'Prior Lien Railway and Land Grant Gold Bonds' issued or to be issued by this Company."

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) to it in hand paid by the