

71372

BOOK 48 PAGE 397

C. M. 71375

Executed in 200 Counterparts
of which this is No.39.....

BURLINGTON NORTHERN INC.

TO

FIRST NATIONAL CITY BANK,

Trustee.

SUPPLEMENTAL INDENTURE

Dated March 2, 1970

TO

NORTHERN PACIFIC RAILWAY COMPANY
GENERAL LIEN MORTGAGE

Dated as of November 10, 1896

Providing for Assumption of Obligations
by Reason of Merger of Northern Pacific Railway Company.

McCORMICK AND HENDERSON, INC., CHICAGO

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THIS SUPPLEMENTAL INDENTURE, dated March 2, 1970, between BURLINGTON NORTHERN INC., a corporation duly organized and existing under the laws of the State of Delaware (hereinafter sometimes called the "New Company"), party of the first part, and FIRST NATIONAL CITY BANK, a national banking association incorporated and existing under the laws of the United States of America (hereinafter sometimes called the "Trustee"), party of the second part;

WITNESSETH:

WHEREAS, Northern Pacific Railway Company (hereinafter called the "Old Company") as of the tenth day of November, 1896, did make, execute and deliver to The Farmers' Loan and Trust Company, Trustee, its General Lien Mortgage (hereinafter called the "Mortgage") to secure the payment of the principal of and interest on its General Lien Railway and Land Grant Gold Bonds, due January 1, 1947 (hereinafter called the "Bonds"); and

WHEREAS, under date of June 28, 1929, the name of The Farmers' Loan and Trust Company was changed to City Bank Farmers Trust Company and at the close of business on January 30, 1959, City Bank Farmers Trust Company was converted into a national banking association having the corporate name, First National City Trust Company, which on January 15, 1963 was merged into First National City Bank which thereupon became through operation of law, and now is, the Trustee under the Mortgage; and

WHEREAS, the Interstate Commerce Commission has approved and authorized a merger of the Old Company, Great Northern Railway Company and Pacific Coast R. R. Co. into the New Company pursuant to an agreement of merger dated as of January 26, 1961, which agreement provides, among other things, for the assumption by the New Company of the Old Company's obligations; and

WHEREAS, the merger so provided for is being consummated concurrently with the execution of this Supplemental Indenture; and

WHEREAS, all things necessary to authorize said assumption by the New Company and to make this Supplemental Indenture when executed by the parties hereto a valid and binding amendment to the Mortgage, including all necessary action by the Interstate Commerce Commission, have been done and performed;

Now, THEREFORE, in consideration of the premises and of the sum of Ten Dollars (\$10.00) paid by the Trustee to the New Company, receipt of which is hereby acknowledged, the parties hereto do hereby covenant and agree as follows:

SECTION 1. The New Company hereby assumes the due and punctual payment of the principal of 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 Mortgage, so that in accordance with the provisions of ARTICLE TWELVE of the Mortgage the New Company shall succeed to and be substituted for the Old Company, with the same effect as if the New Company had been named in the Mortgage as the party of the first part thereto and had duly executed and delivered the same.

SECTION 2. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Indenture or the due execution hereof by the New Company or for or in respect of the recitals contained herein, all of which recitals are made by the New Company solely. No implied covenant or obligation shall be read into this Supplemental Indenture against the Trustee.

SECTION 3. This Supplemental Indenture may be executed in any number of counterparts, each of which shall be an original; but such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, Burlington Northern Inc., party of the first part, has caused this Supplemental Indenture to be signed and acknowledged by its President or one of its Vice Presidents, and its corporate seal to be affixed hereunto and the same to be attested by its Secretary or an Assistant Secretary; and First National City Bank, party of the second part, has caused this Supplemental Indenture to be signed and acknowledged by one of its Trust Officers, and its corporate seal to be affixed hereunto and the same to be attested by one of its Assistant Trust Officers, all as of the day and year first above written.

BURLINGTON NORTHERN INC.

By [Signature]
Vice President

Attest:
[Signature]
Assistant Secretary

FIRST NATIONAL CITY BANK,
as Trustee as aforesaid

By [Signature]
Trust Officer

Attest:
[Signature]
Assistant Trust Officer

Signed, sealed and acknowledged
by all parties in the presence of

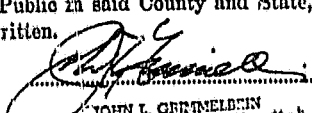
[Signature]
[Signature]
Attesting Witnesses

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.

I, JOHN L. GRIMMELBEIN, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 2nd day of March, 1970, personally appeared before me J. A. TAUER and F. A. DEMING, personally known to me and personally known to me to be a Vice President and an Assistant Secretary, respectively, of Burlington Northern Inc., one of the corporations described in said which executed the foregoing instrument, and known to me to be the same persons who subscribed their names to and executed said instrument as such Vice President and Assistant Secretary, respectively, who, being by me severally duly sworn, did, each for himself, depose and say and acknowledge that the said J. A. TAUER resides at 1847 Stanford Avenue, St. Paul, Minnesota, and that the said F. A. DEMING resides at 1362 Eldridge Avenue W., St. Paul, Minnesota; that said J. A. TAUER is Vice President and said F. A. DEMING is Assistant Secretary of Burlington Northern Inc., a corporation; that the corporate seal affixed to the foregoing instrument as the seal of said corporation is such corporate seal; that said seal was affixed thereto and that said instrument was signed, sealed and executed in behalf of said corporation by order and authority of the Board of Directors of said corporation, and that they and each of them signed their names to the foregoing instrument in their respective capacities as Vice President and Assistant Secretary in behalf of said corporation by like order and authority; that they signed, sealed, executed and delivered said instrument as their free and voluntary act and deed and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth; and they severally acknowledged to me said instrument to be the free and voluntary act and deed of said corporation, and that said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal as such Notary Public in said County and State, the day and year first above written.

(Notary Seal)


JOHN L. GRIMMELBEIN
Notary Public, State of New York
No. 39,577,625
Qualified in Nassau County
Certificate filed in New York County
Term Expires March 30, 1970

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.

I, JOHN L. GRIMMELBEIN, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 2nd day of March, 1970, personally appeared before me B. A. POWELL and E. J. JAWORSKI, personally known to me and personally known to me to be a Trust Officer and an Assistant Trust Officer, respectively, of First National City Bank, one of the corporations described in and which executed the foregoing instrument, and known to me to be the same persons who subscribed their names to and executed said instrument as such Trust Officer and Assistant Trust Officer, respectively, who, being by me severally duly sworn, did, each for himself, depose and say and acknowledge that the said B. A. POWELL resides at 18 Rose Terrace, Chatham, New Jersey, and that the said E. J. JAWORSKI resides at 65 Titus Avenue, Staten Island, New York; that said B. A. POWELL is Trust Officer and said E. J. JAWORSKI is Assistant Trust Officer of First National City Bank, a corporation; that the corporate seal affixed to the foregoing instrument as the seal of said corporation is such corporate seal; that said seal was affixed thereto and that said instrument was signed, sealed and executed in behalf of said corporation by order and authority of the Board of Directors of said corporation, and that they and each of them signed their names to the foregoing instrument in their respective capacities as Trust Officer and Assistant Trust Officer in behalf of said corporation by like order and authority; that they signed, sealed, executed and delivered said instrument as their free and voluntary act and deed and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth; and they severally acknowledged to me said instrument to be the free and voluntary act and deed of said corporation, and that said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal as such Notary Public in said County and State, the day and year first above written.



John L. Grimmelbein
JOHN L. GRIMMELBEIN
Notary Public, State of New York
No. 2540000
Qualified in New York County
Certificate No. 114 New York County
Term Expires March 22, 1970