

71873

BOOK 48 PAGE 403

C.M. 71876

Executed in 230 Counterparts
of which this is No. 103.....

BURLINGTON NORTHERN INC.

TO

BANKERS TRUST COMPANY,

Trustee.

SUPPLEMENTAL INDENTURE

Dated March 2, 1970

TO

NORTHERN PACIFIC RAILWAY COMPANY
PRIOR LIEN MORTGAGE

Dated as of November 10, 1896

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



HACORMICK AND HENDERSON, INC., CHICAGO

11

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 BANKERS TRUST COMPANY (successor by merger to The Mercantile Trust Company), a banking corporation duly organized and existing under the laws of the State of New York (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 Mercantile Trust Company, Trustee, its Prior Lien Mortgage (such Prior Lien Mortgage, as heretofore amended and supplemented, being hereinafter called the "Mortgage"), to secure the payment of the principal of and interest on its Prior Lien Railway and Land Grant Gold Bonds, due January 1, 1997 (hereinafter called the "Bonds"); 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 contemporaneously 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.

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 Chairman of the Board or 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 Bankers Trust Company, party of the second part, has caused this Supplemental Indenture to be signed and acknowledged by one of its Vice Presidents or Assistant Vice Presidents, and its corporate seal to be affixed hereunto and the same to be

attested by its Secretary or an Assistant Secretary, all as of the day and year first above written.

BURLINGTON NORTHERN INC.

By J. A. Smith
Vice President

Attest:

F. A. Leming
Assistant Secretary

BANKERS TRUST COMPANY

By L. B. [Signature]
Vice President

Attest:

A. J. [Signature]
Assistant Secretary

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

B. J. Monaghan Jr.
[Signature]
Attesting Witnesses

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

I, BETTY A. BOLAND, 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. TAVER 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 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 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. TAVER 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. TAVER 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 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.

(Notarial Seal)



Betty A. Boland

BETTY A. BOLAND
Notary Public, State of New York
County of New York

BETTY A. BOLAND
Notary Public, State of New York
County of New York
Certificate of the State of New York
Commission Expires 12/31/71

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

I, BETTY A. BOLAND, 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 C. D. BLAKELY and A. D. FASS, personally known to me and personally known to me to be a Vice President and Assistant Secretary, respectively, of Bankers Trust Company, 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 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 C. D. BLAKELY resides at 42-42 11th Street, Elmhurst, New York, and that the said A. D. FASS resides at 1 Cotswold Drive, Centerport, New York; that said C. D. BLAKELY is Vice President and said A. D. FASS is Assistant Secretary of Bankers Trust Company, 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 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.

(Notarial Seal)



Betty A. Boland

 Notary Public

NOTARY PUBLIC
 STATE OF NEW YORK
 COUNTY OF NEW YORK
 My Comm. Expires 12/31/71
 My Comm. No. 123456789

71873

STATE OF MISSISSIPPI
COUNTY OF GARLAND

I HEREBY CERTIFY THAT THE WITHIN

AND IN THE ABOVE CASE OF

AT 1:55 P.M. 10 70

BEING RECEIVED BY ME

OF 10 6 2

RECORDS OF GARLAND COUNTY, MISS.

By

Notary Public

RECORDED
INDEXED
FILED
RECORDED
INDEXED
FILED

