

SUPPLEMENTAL MORTGAGE

INDENTURE made this 27th day of SEPTEMBER, 1971, between BURLINGTON NORTHERN INC., a corporation organized and existing under the laws of the State of Delaware, 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, as Trustee under the General Lien Mortgage hereinafter described, hereinafter called the "Trustee," party of the second part;

WHEREAS, on the 10th day of November, 1896, the Northern Pacific Railway Company did make, execute and deliver a mortgage or deed of trust of its corporate railroad property and franchises known as its General Lien Mortgage unto The Farmers' Loan and Trust Company, as Trustee (subject, however, to the prior and superior lien of the Prior Lien Mortgage of the Northern Pacific Railway Company bearing even date therewith), which trust was duly accepted by said The Farmers' Loan and Trust Company by executing the said mortgage as party of the second part thereto, 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 as of June 29, 1929, City Bank Farmers Trust Company, a corporation of the State of New York, was merged into The Farmers' Loan and Trust Company, and the name of The Farmers' Loan and Trust Company was changed to City Bank Farmers Trust Company, which agreement of merger and change of name was recognized as valid and effective by the Superintendent of Banking of the State of New York, pursuant to the laws of that State, and

WHEREAS, at the close of business on January 30, 1959, said City Bank Farmers Trust Company was converted

into a national banking association under the title "First National City Trust Company"; said First National City Trust Company was subsequently merged with First National City Bank, a national banking association, incorporated and existing under the laws of the United States of America, and

WHEREAS, said First National City Bank is Trustee under the above described mortgage and is vested with all of the estates, properties, rights, powers and trusts therein specified, and

WHEREAS, by virtue and result of an agreement of merger which became effective March 2, 1970, Northern Pacific Railway Company, the mortgagor named in said General Lien Mortgage, was merged into and with Great Northern Pacific & Burlington Lines, Inc., the name of which company was changed to Burlington Northern Inc. on March 2, 1970, and

WHEREAS, by Supplemental Indenture, dated March 2, 1970, to said General Lien Mortgage, Burlington Northern Inc. has assumed and agreed to be bound by all the covenants and conditions of the said mortgage therein agreed to be kept and performed by Northern Pacific Railway Company and has succeeded to and been substituted for Northern Pacific Railway Company in said mortgage, and

WHEREAS, under the terms of said mortgage the mortgagor 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 mortgagor to 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 mortgagor would convey the same to the Trustee by appropriate deeds upon the trusts and for the purposes of said

indenture, and

WHEREAS, the property hereinafter described was acquired by Burlington Northern Inc. in exchange for property, which was subject to the lien of said General Lien Mortgage, and the Trustee has requested that Burlington Northern Inc. convey the same to the Trustee by appropriate deed upon the trusts and for the purposes of said indenture, and

WHEREAS, Burlington Northern Inc. or its predecessor in interest, Northern Pacific Railway Company, has heretofore made and delivered to the Trustee of said General Lien Mortgage twelve supplements thereto, said supplements being dated February 21, 1902, December 6, 1905, November 20, 1929, May 24, 1937, April 28, 1943, June 29, 1964, September 20, 1966, March 26, 1968, October 6, 1969, October 28, 1969, March 2, 1970, and June 23, 1971.

and

WHEREAS, at a meeting of the Board of Directors of Burlington Northern Inc. duly held on the 13th day of May, 1971, 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 Burlington Northern Inc. 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 First National City Bank, a national banking association, 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 'General Lien Railway and Land Grant Gold Bonds' of this Company."

NOW, THEREFORE, THIS INDENTURE WITNESSETH, that in consideration of the premises and of the sum of One Dollar

(\$1.00) to it in hand paid by the Trustee, Burlington Northern Inc. has made and delivered to the Trustee this supplement to its said General Lien Mortgage, and upon the terms and conditions and for the purposes of said General Lien Mortgage as therein specified, and to secure the payment of the principal and interest of all bonds at any time issued and outstanding under said General Lien Mortgage, according to their tenor and effect, Burlington Northern Inc. has granted, bargained, sold, aliened, remised, released, conveyed, confirmed, assigned, transferred and set over and by these presents does grant, bargain, sell, alien, remise, release, convey, confirm, assign, transfer and set over unto the Trustee, party of the second part, its successors and assigns, forever, all of the estate, right, title and interest of Burlington Northern Inc. in and to the following described real property situate in the County of Skamania and State of Washington, to-wit:

All of Section Twelve (12) and the North half (N $\frac{1}{2}$) of Section Thirteen (13) in Township Six (6) North, Range Five (5) East of the Willamette Meridian.

All fractional Section One (1), Lots Three (3), Four (4), the South half of the Northwest quarter (S $\frac{1}{2}$ NW $\frac{1}{4}$), and the West half of the Southwest quarter (W $\frac{1}{2}$ SW $\frac{1}{4}$) of Section Five (5), Lot Seven (7), the East half of the Southwest quarter (E $\frac{1}{2}$ SW $\frac{1}{4}$) and the Southeast quarter (SE $\frac{1}{4}$) of Section Six (6), all fractional Section Seven (7), the Northeast quarter of the Northeast quarter (NE $\frac{1}{4}$ NE $\frac{1}{4}$), the South half of the Northeast quarter (S $\frac{1}{2}$ NE $\frac{1}{4}$), the Northwest quarter of the Northwest quarter (NW $\frac{1}{4}$ NW $\frac{1}{4}$), the South half of the Northwest quarter (S $\frac{1}{2}$ NW $\frac{1}{4}$) and the South half (S $\frac{1}{2}$) of Section Eight (8), all of Section Nine (9), all of Section Ten (10), all of Section Eleven (11) and the North half (N $\frac{1}{2}$) and the North half of the South half (N $\frac{1}{2}$ S $\frac{1}{2}$) of Section Twelve (12) in Township Six (6) North, Range Six (6) East of the Willamette Meridian.

Subject only to a reservation for ditches and canals constructed by authority of the United States Act of August 30, 1890 (26 Stat. 391, 43 USC 945).

subject, however, to the superior lien of the said Prior Lien Mortgage of Northern Pacific Railway Company, as supplemented, hereinbefore mentioned.

TO HAVE AND TO HOLD the same unto the Trustee, its successor or successors, or assigns, forever.

BUT IN TRUST, NEVERTHELESS, for the equal and proportionate benefit and security of all and every present and future holders of any and every bond and interest obligation issued under and secured by, or to be issued under and to be secured by, the said General Lien Mortgage and as therein set forth.

AND IT IS HEREBY EXPRESSLY COVENANTED that the real property hereinabove described hereby granted, bargained, sold, aliened, remised, released, conveyed, confirmed, assigned, transferred and set over unto the Trustee, subject, however, to the superior lien of the said Prior Lien Mortgage of Northern Pacific Railway Company, as supplemented, shall be and hereby is considered to be for all intents and purposes of said General Lien Mortgage the same as, equivalent to and placed in the same category for the purpose of said General Lien Mortgage as the lands mortgaged thereby and described in the granting clauses thereof as all the lands granted by the Congress of the United States to aid in the construction and equipment of the railroad of said Northern Pacific Railway Company or its predecessor in interest, Northern Pacific Railroad Company (commonly referred to as land grant lands), and it is further covenanted and agreed that upon the sale or sales, in whole or in part, by Burlington Northern Inc., as successor by merger to the said Northern Pacific Railway Company, of said real property hereinabove described any release thereof by the Trustee from the lien of the General

Lien Mortgage shall be pursuant to, in accordance with and governed by the provisions of Article Dighth of said mortgage.

IN WITNESS WHEREOF, BURLINGTON NORTHERN INC., party of the first part, has caused this indenture to be signed and acknowledged or proved by one of its Vice Presidents, and its corporate seal to be hereunto affixed, and the same to be attested by the signature of its Secretary; and FIRST NATIONAL CITY BANK, party of the second part, has caused its corporate seal to be hereunto affixed and attested by one of its Assistant Trust Officers, and these presents to be signed and acknowledged or proved by one of its Trust Officers in token of its acceptance of the trusts hereby created, the day and year first above written.

Signed, sealed and delivered on behalf of Burlington Northern Inc. in presence of:

BURLINGTON NORTHERN INC.

By *C. E. Smith*
Vice President

Paul E. Swanks

ATTEST:

Marquitta McPherson

[Signature]
Secretary

(SEAL) BURLINGTON NORTHERN INC. 1961

Signed, sealed and delivered on behalf of First National City Bank in presence of:

FIRST NATIONAL CITY BANK, as Trustee.

By *Ralph E. Johnson*
RALPH E. JOHNSON Trust Officer

J. P. Gutierrez
R. D. [Signature]
J. D. [Signature]
R. D. [Signature]

ATTEST:

[Signature]
R. E. FORMAN Assistant Trust Officer

(SEAL)

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

On this 30th day of August, 1971,
before me, RICHARD J. WOULFE, a notary public,
personally appeared C. R. BINGER and
R. M. O'KELLY, to me known to be a
Vice President and Secretary, respectively, of BURLINGTON
NORTHERN INC., the corporation which executed the foregoing
instrument, and who being duly sworn, did say that the seal
affixed to said instrument is the corporate seal of said
corporation and that said instrument was signed and sealed on
behalf of said corporation by authority of its Board of
Directors, and the said C. R. BINGER and
R. M. O'KELLY acknowledged said instrument to
be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, at my office, in the City of
St. Paul, Minnesota, the day and year last aforesaid.

Richard J. Wolfe
RICHARD J. WOULFE
Notary Public, Ramsey County, Minn.
My commission expires April 30, 1977.

(NOTARIAL SEAL)



STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.
CITY OF NEW YORK)

On this 27th day of September, 1971,
before me, John J. Neubaum, a notary public,
personally appeared RALPH E. JOHNSON and
R. T. FORMAN, to me known to be a
Trust Officer and an Assistant Trust Officer, respectively, of
FIRST NATIONAL CITY BANK, the corporation which executed the
foregoing instrument, and who being duly sworn did say that the
seal affixed to said instrument is the corporate seal of said
corporation and that said instrument was signed and sealed on
behalf of said corporation by authority of its Board of
Directors, and the said RALPH E. JOHNSON and
R. T. FORMAN acknowledged said instrument to
be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, at my office, in the City of
New York, the day and year last aforesaid.



John J. Neubaum
JOHN J. NEUBAUM
Notary Public, State of New York
No. 03-2869750
Qualified in Bronx County
Certificate filed in Kings County
Certificate filed in Queens County
Certificate filed in Kings County
Term Expires March 31, 1977 (SEAL)

