

CITIBANK, N. A.
GENERAL LIEN MORTGAGE - Northern Pacific Railway Company
SUPPLEMENTAL MORTGAGE

EXECUTED IN 4 COURT PARTS
OF WHICH THIS IS COUNTERPART No. 2

SUPPLEMENTAL MORTGAGE

INDENTURE, MADE AS OF THE 19TH DAY OF DECEMBER, 1979, BETWEEN BURLINGTON NORTHERN INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE PARTY OF THE FIRST PART AND CITIBANK, N.A., 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 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 28, 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 AS OF THE CLOSE OF BUSINESS ON JANUARY 15, 1963, WAS MERGED WITH THE FIRST NATIONAL CITY BANK, A NATIONAL BANKING ASSOCIATION, AND ON MARCH 1, 1976, FIRST NATIONAL CITY BANK BECAME KNOWN AS CITIBANK, N.A., AND

WHEREAS, SAID CITIBANK, N.A. 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 AS A 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 MORTGAGE PROPERTY SHOULD BE RELEASED FROM THE LIEN OF SAID MORTGAGE, ANY NEW PROPERTY ACQUIRED BY THE MORTGAGOR TO TAKE THE PLACE OF PROPERTY RELEASED SHOULD BECOME AND BE SUBJECT TO THE LIEN OF SAID MORTGAGE 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 MORTGAGE, 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 PURPOSE OF SAID MORTGAGE, AND

WHEREAS, BURLINGTON NORTHERN INC. AND ITS PREDECESSOR IN INTEREST, SAID NORTHERN PACIFIC RAILWAY COMPANY, HAS FROM TIME TO TIME HERETOFORE MADE AND DELIVERED TO THE TRUSTEE OF SAID GENERAL LIEN MORTGAGE SUPPLEMENTS THERETO, AND



WHEREAS, AT A MEETING OF THE BOARD OF DIRECTORS OF BURLINGTON NORTHERN INC. DULY HELD ON THE 10TH DAY OF SEPTEMBER, 1913, IN THE CITY OF ST. PAUL, STATE OF 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 THIS COMPANY BE, AND THEY ARE HEREBY, AUTHORIZED AND DIRECTED TO EXECUTE AND ACKNOWLEDGE AND DELIVER ON BEHALF OF THIS COMPANY AND UNDER ITS CORPORATE SEAL TO CITIBANK, N.A., A NATIONAL BANKING ASSOCIATION, A SUPPLEMENTAL MORTGAGE OR DEED OF TRUST, IN THE STANDARD FORM, 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 16, TOWNSHIP 7 NORTH, RANGE 6 EAST, WILLAMETTE MERIDIAN, EXCEPTING ALL MINERAL RIGHTS

ALL OF SECTION 20, TOWNSHIP 7 NORTH, RANGE 6 EAST, WILLAMETTE MERIDIAN, EXCEPTING ALL MINERAL RIGHTS

ALL OF SECTION 38, TOWNSHIP 7 NORTH, RANGE 6 EAST, WILLAMETTE MERIDIAN, EXCEPT THOSE PORTIONS OF THE S-1/2 SW-1/4 AND SW-1/4 SE-1/4 DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE WEST LINE OF SAID SECTION 28 WHICH IS S00°16'55"E 1674.98 FEET FROM THE WEST QUARTER SECTION CORNER, THENCE S25°37'E 498.22 FEET, THENCE S47°34'30"E 595.58 FEET, THENCE N50°33'30"E 240.47 FEET, THENCE S40°26'E 76.84 FEET, THENCE S89°43'45"W 1030.02 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 28 AND THENCE N015°55'W 998.13 FEET TO THE POINT OF BEGINNING, CONTAINING AN AREA OF 8.64 ACRES; ALSO

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 28 WHICH IS N89°04'45"E 2006.72 FEET TO THE SOUTHWEST CORNER THEREOF, AND RUNNING THENCE N78°19'30"E 237.50 FEET, THENCE S33°28'E 235.01 FEET, THENCE N63°21'E 464.47 FEET, THENCE N21°05'30"E 360.95 FEET, THENCE N10°30'30"E 212.49 FEET, THENCE N57°02'E 110.31 FEET, THENCE S16°09'30"E 575.99 FEET, THENCE N10°31'58"E 336.26 FEET, THENCE S31°01'15"E 416.74 FEET TO A POINT ON THE SOUTH LINE OF SAID SECTION 28 WHICH IS S89°52'30"W 2250.98 FEET FROM THE SOUTHWEST CORNER THEREOF, THENCE S89°52'30"W 380.01 FEET TO THE SOUTH QUARTER CORNER OF SAID SECTION 28 AND THENCE S89°42'45"W 624.99 FEET TO THE POINT OF BEGINNING, CONTAINING AN AREA OF 13.21 ACRES.

EXCEPTING ALL MINERAL RIGHTS.

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 GENERAL AND SECURITY OF ALL, AND EVERY PRESENT AND FUTURE HOLDERS OF ANY AND EVERY BOND AND INTEREST OBLIGATION ISSUED UNDER THE OBLIGATION 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 AND AGREED 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

THE 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 UP IN 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 MAY BE RELEASED 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 EIGHT 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 A VICE PRESIDENT, AND ITS CORPORATE SEAL TO BE HEREUNTO AFFIXED, AND THE SAME TO BE ATTESTED BY THE SIGNATURE OF ITS ASSISTANT SECRETARY, AND CITIBANK, N.A., PARTY OF THE SECOND PART, HAS CAUSED ITS CORPORATE SEAL TO BE HEREUNTO AFFIXED AND ATTESTED BY ONE OF ITS TRUST OFFICERS, AND THESE PRESENTS TO BE SIGNED AND ACKNOWLEDGED OR PROVED BY ONE OF ITS SENIOR 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 Frank S. Farrell
FRANK S. FARRELL VICE PRESIDENT

ATTEST: G. F. Steinhilbel
G. F. STEINHILBEL ASSISTANT SECRETARY
(SEAL)

SIGNED AND DELIVERED
IN WITNESS WHEREOF, CITIBANK, N.A.,
BY ONE OF:

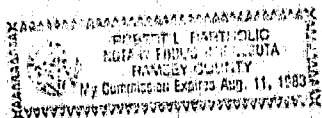
CITIBANK, N.A., AS TRUSTEE
AS AFORESAID

By [Signature]
SENIOR TRUST OFFICER
ATTEST: [Signature]
TRUST OFFICER
(SEAL)

STATE OF MINNESOTA } ss
COUNTY OF RAMSEY }

ON THIS 19TH DAY OF DECEMBER, 1979, BEFORE ME, PERSONALLY APPEARED FRANK S. FARRELL AND G. F. STEINHILB, TO ME KNOWN TO BE A VICE PRESIDENT AND AN ASSISTANT SECRETARY, RESPECTIVELY, OF BURLINGTON NORTHERN INC., THE CORPORATION WHICH EXECUTED THE FOREGOING INSTRUMENT, THAT THE SEAL AFFIXED TO SAID INSTRUMENT AND ACKNOWLEDGED SAID INSTRUMENT TO BE THE FREE AND VOLUNTARY ACT AND DEED OF SAID CORPORATION, FOR THE USES AND PURPOSES THEREIN MENTIONED, AND ON OATH THEY RESPECTIVELY STATED THAT THEY WERE AUTHORIZED TO EXECUTE AND ATTEST TO SAID INSTRUMENT AND THAT THE SEAL AFFIXED IS THE CORPORATE SEAL 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, COUNTY OF RAMSEY, STATE OF MINNESOTA, THE DAY AND YEAR FIRST ABOVE WRITTEN.



Robert L. Bartholic
ROBERT L. BARTHOLIC, NOTARY PUBLIC, RAMSEY COUNTY, MN

MY COMMISSION EXPIRES: AUGUST 11, 1983
RESIDING AT: 1703 SAUNDERS AVE., ST. PAUL, MN

STATE OF NEW YORK
CITY OF NEW YORK
COUNTY OF NEW YORK

ON THIS 12TH DAY OF JANUARY, 1980, BEFORE ME, PERSONALLY APPEARED RALPH E. JOHNS TO ME PERSONALLY KNOWN TO BE A TRUST OFFICER AND A SENIOR TRUST OFFICER, RESPECTIVELY, OF CITIBANK, N. A., THE CORPORATION WHICH EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED SAID INSTRUMENT TO BE THE FREE AND VOLUNTARY ACT AND DEED OF SAID CORPORATION, FOR THE USES AND PURPOSES THEREIN MENTIONED, AND ON OATH THEY RESPECTIVELY STATED THAT THEY WERE AUTHORIZED TO EXECUTE AND ATTEST TO SAID INSTRUMENT AND THAT THE SEAL AFFIXED IS THE CORPORATE SEAL 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 FIRST ABOVE WRITTEN.

ANGEL SHAW
CITY OF NEW YORK
COUNTY OF NEW YORK
CITY OF NEW YORK
COUNTY OF NEW YORK

Angela Shaw
ANGELA SHAW, NOTARY PUBLIC, CITY OF NEW YORK, COUNTY OF NEW YORK,
STATE OF NEW YORK

MY COMMISSION EXPIRES:

RESIDING AT: 700 16 Ave
Franklin D. Roosevelt

90795

I HEREBY CERTIFY THAT THE WITHIN
INSTRUMENT OF WRITING, FILED BY

W. J. Smith 1938
OF Thurston 1938

AT Thurston 1938

WAS FILED IN BOOK 57

ON 15th DAY OF August

BEFORE ME, CLERK AND COUNTY CLERK

COUNTY AUDITOR

RECORDED
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State of Washington) ss
County of Thurston)

I, DONALD F. MCKAY, Records Officer for
BERRY L. COLE, Commissioner of Public Lands of the
State of Washington and ex officio Administrator of
the Department of Natural Resources for the State
of Washington do hereby certify that the foregoing
instrument is a true and correct copy of the origi-
nal thereof on file in this office.

IN TESTIMONY WHEREOF, I have herunto set my hand
and affixed the seal of the Commissioner of Public
Lands, this 15th day of August, A.D. 1938

Donald F. McKay
DONALD F. MCKAY
Office Manager and Records Officer
Department of Natural Resources