

hereinbefore provided; but the right is hereby expressly reserved, from time to time, to issue Prior Lien bonds, secured by said Prior Lien mortgage, up to an amount not exceeding \$130,000,000 in the aggregate at any one time outstanding.

Sec. 6. The Railway Company will not voluntarily create or suffer to be created any lien or charge (in addition to the lien of its Prior Lien Mortgage) which would be prior to the lien of these presents upon the mortgaged premises, or any part thereof, or upon the income thereof; and within six months after the same shall accrue it will pay all lawful claims and demands of mechanics, laborers and others, which, if unpaid, might by law be given precedence to this indenture as a lien or charge upon the mortgaged premises or any part thereof, or the income thereof; and if any company (excepting Northern Pacific Coal Company or any company successor thereto), of whose capital stock the greater part is now subject to the lien hereof, or shall hereafter become subject to the lien hereof, shall create or suffer to be created any lien or charge upon its property or income, or create or suffer to be created any indebtedness other than indebtedness to the Railway Company, or for the current operating expenses of such company during a period not exceeding six months, then it, the Railway Company, will pay and discharge the same.

Sec. 7. The Railway Company, from time to time, will pay and discharge all taxes, assessments and governmental charges lawfully imposed upon the lines of railroad and other premises hereby mortgaged, or upon any part thereof, or upon the income and profits thereof, the lien of which would be prior to the lien hereof, so that the priority of this indenture shall be fully preserved in respect of such properties; and if any company (excepting Northern Pacific Coal Company or any company successor thereto) of whose capital stock the greater part is now subject to the lien hereof or shall hereafter become subject to the lien hereof, shall, at any time while such stock is subject to the lien hereof, fail to pay all such taxes, assessments and charges lawfully imposed upon the property of such company or upon the income and profits thereof, then it, the Railway Company, will itself pay and discharge the same, but the Railway Company shall not be required by the provisions of this Section to pay any such tax, assessments or charge, so long as the Railway Company shall in good faith contest the validity thereof.

The foregoing covenant in respect of the payment and discharge of taxes, assessments and governmental charges upon the mortgaged premises shall not apply in respect of any lands for which patents shall not have been actually issued, until such patents shall have been issued, nor in respect of any lands, whether now or hereafter patented, which, from time to time, shall be indicated by writing addressed to the Trustee and signed and verified by the President and the Land Commissioner of the Railway Company as not being of sufficient value and likelihood of ultimate sale to make it advantageous to the Railway Company to pay taxes assessments or other charges thereon; and any lands so indicated may be abandoned by the Company with the written consent of the Trustee, or may be sold, subject to unpaid taxes, if any, for such nominal consideration as may be agreed upon with the approval of the Trustee.

Sec. 8. Except subject to the lien hereof, or as herein otherwise expressly provided, the Railway Company (1) will not sell, encumber or by any voluntary act part with its ownership of and title to any shares of stock of any Company which shall have become subject to this indenture (if a majority of the shares of the company which issued such shares shall have become subject hereto), or its equity of redemption in such shares or the voting power thereof, and (2) will, subject to the lien hereof, hold all and singular such stock of every company of whose capital stock the greater part shall have become subject to the lien hereof, and will exercise its voting power thereon, in such manner