MORTGAGE RECORD—W

SKAMANIA COUNTY, WASHINGTON

Notarial Seal Affixed

My Commission Expires

Notary Public for Oregon My commission expires Sept. 4, 1946

Filed for record October 5, 1945 at 9:00 o'clock by grantee.

Marson J' Auditor

#34468

Great Northern Railway Co. to

1st National Bank of City of N. Y.

SUPPLEMENTAL INDENTURE dated as of the 1st day of July, 1945, by and between GREAT NORTHERN RAILWAY COMPANY, a corporation of the State of Minnesota, (hereinafter called the "Railway Company"), party of the first part, and THE FIRST NATIONAL BANK OF THE CITY OF NEW YORK, a corporation duly organized and existing under the laws of the United States of America and having its principal office and place of business in the Borough of Manhattan, in the City, County and State of New York, (Hereinafter called the "Trustee"), party of the second part.

The Railway Company has heretofore made its General Gold Bond Mortgage dated

January 1, 1921 to the Trustee under which General Mortgage Bonds of several series are

issued and outstanding. Said Mortgage (hereinafter referred to as the "Mortgage") pro
vides in Article Eleven for the execution by the Railway Company and the Trustee of

indentures supplemental to the Mortgage for certain purposes more specifically set forth

in said Article.

The Railway Company has by proper corporate action authorized the issuance under and pursuant to the terms of the Mortgage as heretofore supplemented and modified and as supplemented and modified by this Supplemental Indenture of \$75,000,000 principal amount of its General Mortgage Bonds in two series, \$37,500,000 principal amount of said Bonds to be issued as Series N, and \$37,500,000 principal amount to be issued as Series O (said Bonds of both said series being hereinafter sometimes referred to collectively as the "Series N and O Bonds", the Bonds of Series N being hereinafter sometimes referred to as "Series N Bonds" and the Bonds of Series O being hereinafter sometimes referred to as "Series O Bonds").

The Railway Company desires by this Supplemental Indenture to make provision with respect to the continuance of certain limitations, as more specifically hereinafter set forth, upon the right of the Railway Company to issue bonds under the Mortgage, and to provide a sinking fund and make other provisions with respect to Series N and O Bonds.

The forms of the Series N and O Bonds in coupon form, of the coupons to be attached thereto, of the Series N and O Bonds in registered form and of the Trustee's certificate to be endorsed on the Series N and O Bonds are to be severally and respectively substantially as follows (appropriate insertions to be made in the Bonds of each series in respect to dates of maturity; interest rates and redemption prices, all as hereinafter provided, and otherwise):

(TORM	OF	COUPON	BOND)	

No.

\$1000

GREAT NORTHERN RAILWAY COMPANY

General Mortgage 3 1/8% Gold Bond, Series_

Due January 1,....

Great Northern Railway Company, a Minnesota corporation (hereinafter called the "Railway Company"), for value received, hereby promises to pay to bearer