

95602

SUPPLEMENTAL MORTGAGE

EXECUTED IN 4 COUNTERPARTS OF
WHICH THIS IS COUNTERPART No. 1

BOOK 59 PAGE 135

INDENTURE, made this 2nd day of December, 1982, between BURLINGTON NORTHERN RAILROAD COMPANY, a corporation organized and existing under the laws of the State of Delaware, party of the first part, and BANKERS TRUST COMPANY, a corporation organized and existing under the laws of the State of New York, 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 Prior Lien Mortgage unto the Mercantile Trust Company, as Trustee, which trust was duly accepted by said The Mercantile Trust Company, 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 on August 10, 1911, said The Mercantile Trust Company, Trustee named in said Prior Lien Mortgage, was merged into and with the Bankers Trust Company, a corporation of the State of New York, and Northern Pacific Railway Company by an instrument dated October 11, 1911, constituted and appointed Bankers Trust Company as Trustee under said Prior Lien Mortgage, 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 Prior 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 Prior 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, on April 2, 1981, an Agreement of Merger and Plan of Reorganization provided for a change of name from Burlington Northern Inc. to Burlington Northern Railroad Company, 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 take the place of any 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 Railroad Company in exchange for property which was subject to the lien of said Prior Lien Mortgage and released therefrom by the said Trustee, and the Trustee has requested that Burlington Northern Railroad Company convey the said property so acquired to the Trustee by appropriate deed upon the trusts and for the purposes of said mortgage, and

WHEREAS, Burlington Northern Railroad Company or its predecessor in interest, Northern Pacific Railway Company, has from time to time heretofore made and delivered to the Trustee of said Prior Lien Mortgage supplements thereto, and

WHEREAS, by the unanimous written consent of the Executive Committee of the Board of Directors of Burlington Northern Railroad Company dated the 24th day of November, 1982, in the City of St. Paul, a draft of this indenture was submitted and a resolution in the following words was duly and unanimously adopted, viz.:

"RESOLVED, that the Chairman and Chief Executive Officer, 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 to deliver on behalf of this Company and under its corporate seal to Bankers Trust Company, a corporation organized and existing under the laws of the State of New York, a Supplemental Mortgage or deed of trust, in the standard form, of the properties herein described to be acquired, by way of further assurance and as further security for the 'Prior Lien Railway and Land Grant Gold Bonds' of this Company."

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) to it in hand paid by the trustee, Burlington Northern Railroad

Company has made and delivered to the Trustee this supplement to its said Prior Lien Mortgage, and upon the terms and conditions and for the purposes of said Prior 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 mortgage, according to their tenor and effect, Burlington Northern Railroad Company 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 the estate, right, title and interest of Burlington Northern Railroad Company in and to the following described real property situate in the County of Skamania and State of Washington, to-wit:

Township 7 North, Range 6 East, Willamette Meridian

Section 4:	All Fractional	- 680.88 Acres
Section 6:	All Fractional	- 670.04 Acres
Section 10:	All	- 640.00 Acres
Section 22:	All	- 640.00 Acres

Except all minerals.

TO HAVE AND TO HOLD the same unto the Trustee, its successors and 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 Prior Lien Mortgage and as therein set forth.

AND IT IS HEREBY EXPRESSLY COVENANTED that the real property hereinbefore described hereby granted, bargained, sold, aliened, remised, released, conveyed, confirmed, assigned, transferred and set over unto the Trustee shall be and hereby is considered to be for all intents and purposes of said Prior Lien Mortgage the same as, equivalent to and placed in the same category for the purposes of said 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 Railroad Company, as successor in interest to said Northern Pacific Railway Company, of said real property hereinbefore described the same shall be released by the Trustee from the lien of said Prior Lien Mortgage only in accordance with and as provided for in Article Eight of said mortgage.

IN WITNESS WHEREOF, BURLINGTON NORTHERN RAILROAD COMPANY, party of the first part, has caused this indenture to be signed and acknowledged or proved by its Vice President, Timber and Land and its corporate seal to be hereunto affixed, and the same to be attested by the signature of its Assistant Secretary; and BANKERS TRUST COMPANY, party of the second part, has caused its corporate seal to be hereunto affixed and attested by an Assistant Secretary and these presents to be signed and acknowledged or proved by one of its Vice Presidents, 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 Railroad Company, in presence of:

BURLINGTON NORTHERN RAILROAD COMPANY

By: *L. James Brady*
L. James Brady
Vice-President, Timber and Land

ATTEST:

Susanna N. Lyman
Susanna N. Lyman
Assistant Secretary

Signed, sealed and delivered on behalf of Bankers Trust Company in presence of:

BANKERS TRUST COMPANY
as Trustee as aforesaid,

Judith Toane

[Signature]
Vice President

ATTEST:

Mark J. Hersh

Harriet A. Drandell
Assistant Secretary

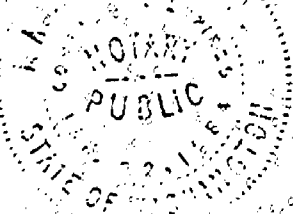
ACKNOWLEDGMENT

STATE OF WASHINGTON

COUNTY OF KING

On this 2nd day of December, 1982, before me personally appeared L. James Brady and Susanna N. Lyman, to me known to be the Vice President, Timber and Land and Assistant Secretary, respectively, of Burlington Northern Railroad Company, the corporation which executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute 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 the day and year last above written.



Margaret Reed
Notary Public for the
State of Washington
Residing at Seattle
My Commission Expires 3/22/84

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

On this 17th day of January, 1983, before me, appeared [Signature] and [Signature], to me known to be a Vice President and Assistant Secretary, respectively, of BANKERS TRUST COMPANY, 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 VICE PRESIDENT and [Signature] 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.

Robert Kapanycki
Notary Public, State of New York
My Commission Expires: _____

