

FILED FOR RECORD
SKAMANIA CO. WASH
BY First Trust

DEC 15 12 58 PM '95

P. Lawry
AUDITOR

GARY M. OLSON
PAGE 288

BURLINGTON NORTHERN RAILROAD COMPANY

TO

124035

BOOK 154 PAGE 288

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK,

As Resigning Corporate Trustee,

W. A. JOHNSON
(Successor to Bartlett Ford and
Jacob M. Ford III),

As Individual Trustee,

and

FIRST TRUST OF NEW YORK,
NATIONAL ASSOCIATION,

As Successor Corporate Trustee

TWENTY-FOURTH SUPPLEMENTAL INDENTURE

(Dated as of September 2, 1994)

To

BURLINGTON NORTHERN INC.
CONSOLIDATED MORTGAGE

Dated March 2, 1970

Evidencing Appointment of a Successor Corporate Trustee

Indexed, Oir ✓
Indexed ✓
Filed ✓
Filed ✓
Filed ✓

THIS TWENTY-FOURTH SUPPLEMENTAL INDENTURE, dated as of September 2, 1994, between BURLINGTON NORTHERN RAILROAD COMPANY, a corporation organized and existing under the laws of the State of Delaware, (the "Company"), party of the first part, MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a corporation organized and existing under the laws of the State of New York, (hereinafter sometimes called the "Corporate Trustee" or the "resigning Corporate Trustee"), party of the second part, which has resigned as Corporate Trustee effective at the close of business on September 2, 1994, W. A. JOHNSON, an individual domiciled at St. Louis, Missouri (the "Individual Trustee"), party of the third part, and FIRST TRUST OF NEW YORK, NATIONAL ASSOCIATION, a national banking association organized and existing under the laws of the United States, (successor Corporate Trustee hereby to MORGAN GUARANTY TRUST COMPANY OF NEW YORK) (hereinafter sometimes referred to as the "successor Corporate Trustee"), party of the fourth part.

WHEREAS, the Company heretofore executed and delivered to the Corporate trustee and predecessor Individual Trustee its Indenture, dated March 2, 1970, (the "Principal Indenture"), to secure its Consolidated Mortgage Bonds from time to time issued thereunder; and

WHEREAS, the Company has heretofore executed and delivered to the Corporate Trustee and the predecessor or current Individual Trustee the Supplemental Indentures One through Twenty-Third for certain purposes, including the creation of series bonds, the subjection to the lien of the Principal Indenture of property acquired after the execution and delivery thereof and the amendment of certain provisions of the Principal Indenture; and

WHEREAS, the Principal Indenture as supplemented and amended by all Supplemental Indentures heretofore executed by the Company and the Corporate Trustee and the predecessor or current Individual Trustee is hereinafter referred to as the "Indenture," and, unless the context requires otherwise, references herein to Articles and Sections of the Indenture shall be to Articles and Sections of the Principal Indenture as so amended; and

WHEREAS, the Principal Indenture contains, among other covenants, a covenant of further assurance by the Company that it will execute and deliver such further instruments and do such further acts as may be necessary or proper to carry out more effectually the purposes of the Principal Indenture; and

WHEREAS, MORGAN GUARANTY TRUST COMPANY OF NEW YORK has delivered to the Company written notice of its resignation as Corporate Trustee under the Company's Indenture, the Company has appointed FIRST TRUST OF NEW YORK, NATIONAL ASSOCIATION as successor Corporate Trustee, and FIRST TRUST OF NEW YORK, NATIONAL ASSOCIATION has accepted such appointment as successor Corporate Trustee, such resignation, appointment and acceptance effective at the close of business on September 2, 1994;

WHEREAS, the Company, pursuant to the provisions of the Indenture, has, by appropriate corporate action, duly resolved and ordered the execution of this instrument for the purpose of evidencing the appointment of a successor Corporate Trustee; and

WHEREAS, each party hereto represents to the other parties hereto that all acts and proceedings required by law and by its respective charter and by-laws, including all action requisite on the part of its stockholders, directors and officers, necessary to constitute the Principal Indenture and all indentures supplemental thereto, including this Supplemental Indenture, valid, binding and legal instruments for the security of the bonds of all series in accordance with the terms of such instruments, have been done, performed and fulfilled, and the execution and delivery hereof have been in all respects duly authorized;

NOW, THEREFORE, THIS INDENTURE WITNESSETH:

that the parties hereby covenant and agree as follows:

ARTICLE ONE

APPOINTMENT OF SUCCESSOR CORPORATE TRUSTEE

Pursuant to Section 10.05 of Article Ten of the Indenture and by order of its Board of Directors, the Company has appointed FIRST TRUST OF NEW YORK, NATIONAL ASSOCIATION, and it shall be, successor Corporate Trustee under the Indenture effective at the close of business on September 2, 1994, subject to the conditions in Article Ten thereof expressed.

FIRST TRUST OF NEW YORK, NATIONAL ASSOCIATION, has accepted its said appointment by the Company, and agreed to serve as successor Corporate Trustee under the Indenture effective at the close of business on September 2, 1994. The Company, the Corporate Trustee, the Individual Trustee and the successor Corporate Trustee each acknowledges receipt of an executed counterpart of this instrument.

Pursuant to the provisions of Section 10.04 of Article Ten of the Indenture, MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as resigning Corporate Trustee, at the request of the Company and of the successor Corporate Trustee, hereby releases and quit-claims to the successor Corporate Trustee and its successor in trust all of the right, title and interest of the resigning Corporate Trustee in and to the mortgaged property, and all the estates, properties, rights, powers, trusts, duties and obligations of the resigning Corporate Trustee under the Indenture forever, upon the trusts expressed in the Indenture, and hereby assigns,

transfers, delivers and pays over to the successor Corporate Trustee any and all money and other property subject to the lien of the Indenture held by it as Corporate Trustee under the Indenture.

The successor Corporate Trustee accepts the trusts created by this Supplemental Indenture upon the terms and conditions set forth in the Indenture and this Supplemental Indenture. Each and every term and condition contained in the Indenture, as amended, including but not limited to Article Ten of the Indenture, shall apply to this Supplemental Indenture with the same force and effect as if the same were herein set forth in full, with such omissions, variations and modifications thereof as may be appropriate to make the same conform to this Supplemental Indenture.

ARTICLE TWO

MISCELLANEOUS PROVISIONS

SECTION 1. The Indenture is in all respects ratified and confirmed and the Principal Indenture, this Supplemental Indenture and all other indentures supplemental to the Principal Indenture shall be read, taken and construed as one and the same instrument. Neither the execution of this Supplemental Indenture nor anything herein contained shall be construed to impair the lien of the Indenture on any of the properties subject thereto, and such lien shall remain in full force and effect as security for all bonds now outstanding or hereafter issued under the Indenture.

All covenants and provisions of the Indenture shall continue in full force and effect and this Supplemental Indenture shall form part of the Indenture.

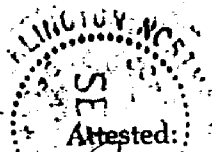
SECTION 2. The terms defined in the Indenture shall, for all purposes of this Supplemental Indenture, have the meaning specified in the Indenture except as set forth in Section 3 of this Article unless the context clearly indicates some other meaning to be intended.

SECTION 3. Any term defined in the Trust Indenture Act of 1939, as amended, and not otherwise defined in the Indenture shall, with respect to this Supplemental Indenture, have the meaning assigned to such term in Section 1.01 of the Indenture as in force on the date of the execution of this Supplemental Indenture.

SECTION 4. This Supplemental Indenture may be executed in any number of counterparts, and all of said counterparts executed and delivered, each as an original, shall constitute but one and the same instrument.

BOOK 154 PAGE 292

IN WITNESS WHEREOF, Burlington Northern Railroad Company, the party hereto of the first part, has caused its corporate name to be hereunto affixed, and this instrument to be signed by one of its Vice Presidents, and its corporate seal to be hereunto affixed and attested by its Corporate Secretary or an Assistant Corporate Secretary for and in its behalf, with attesting witnesses; Morgan Guaranty Trust Company of New York, the party hereto of the second part, has caused its corporate name to be hereunto affixed, and this instrument to be signed and its corporate seal to be affixed by one of its Vice Presidents and attested by one of its Assistant Secretaries, for and in its behalf, with attesting witnesses; W. A. Johnson, the party hereto of the Third part has signed this instrument with attesting witnesses; and First Trust of New York, National Association, the party hereto of the fourth part, has caused its corporate name to be hereunto affixed, and this instrument to be signed and its corporate seal to be affixed by one of its Vice Presidents and attested by one of its Assistant Secretaries, for and in its behalf, with attesting witnesses, all as of the day and year first above written.



Attested:

Beverly Edwards-Adams
Beverly Edwards-Adams
Assistant Vice President and
Corporate Secretary

BURLINGTON NORTHERN
RAILROAD COMPANY

By: *Douglas J. Babb*
Douglas J. Babb
Vice President and General
Counsel

Signed, sealed and acknowledged by
Douglas J. Babb and Beverly Edwards-Adams
in the presence of:

Margaret Aclim
Margaret Aclim

Attesting Witnesses

BOOK 154 PAGE 293

MORGAN GUARANTY TRUST
COMPANY OF NEW YORK,
as Resigning Corporate Trustee

By:

Norma Pane
Norma Pane
Vice President

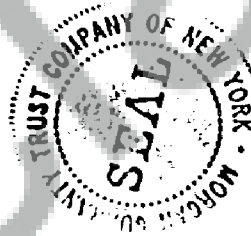
Attested:

Robert W. Rich
Robert W. Rich
Assistant Secretary

Signed, sealed and acknowledged by
Norma Pane and Robert W. Rich
in the presence of:

Rob C. Tush
Christine Martin

Attesting Witnesses



BOOK 154 PAGE 294

W. A. Johnson
W. A. Johnson, as Individual
Trustee

Signed and acknowledged by
W. A. Johnson in the presence of:

M. Smith M. SMITH
Shirley J. Alexander
SHIRLEY J. ALEXANDER
Attesting Witnesses



BOOK 154 PAGE 295

FIRST TRUST OF NEW YORK,
NATIONAL ASSOCIATION,
as Successor Corporate Trustee

By: Catherine F. Donohue
Catherine F. Donohue
Vice President

Attested:

Teresita Glasgow
Teresita Glasgow
Assistant Secretary

Signed, sealed and acknowledged by
Catherine F. Donohue and Teresita Glasgow
in the presence of:

Patricia S. Marshall
John A. ...

Attesting Witnesses

BOOK 154 PAGE 296

STATE OF TEXAS)
CITY OF FORT WORTH) ss.:
COUNTY OF TARRANT)

On this 24th day of May, 1995, before me, Stacy A. Parrish, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared Douglas J. Babb and Beverly Edwards-Adams to me known to be a Vice President and General Counsel and the Assistant Vice President and Corporate Secretary, respectively, of BURLINGTON NORTHERN RAILROAD COMPANY, a corporation organized and existing under the laws of the State of Delaware, one of the corporations that executed the within and foregoing instrument; and the said Douglas J. Babb and Beverly Edwards-Adams, severally, 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 thereto 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 first above written.

My notarial commission expires 9-29, 1998].

Stacy A. Parrish
Notary Public



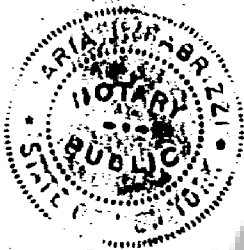
BOOK 154 PAGE 297

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

On this 31 day of July, 1995, before me, Maria I. Fabrizio, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared Norma Pane and Robert W. Rich to me known to be a Vice President and an Assistant Secretary, respectively, of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a corporation organized and existing under the laws of the State of New York, one of the corporations that executed the within and foregoing instrument; and the said Norma Pane and Robert W. Rich, severally, 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 thereto 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 first above written.

My notarial commission expires October 5, 1995.




Notary Public

Maria I. Fabrizio
Notary Public, State of New York
No. 31-4906640
Qualified in New York County
Commission Expires October 5, 1995

BOOK 154 PAGE 298

STATE OF MISSOURI)
CITY OF ST. LOUIS) ss.:
)

On this 31 day of July, 1995, before me, Grace Hunter, a duly authorized Notary Public in said City in the State aforesaid, personally appeared W. A. Johnson, an individual, to me known and domiciled in the City of St. Louis, State of Missouri, party that executed the within and foregoing instrument; and the said W. A. Johnson acknowledged the said instrument to be his free and voluntary act and deed, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

My notarial commission expires April 25, 1997.



Grace Hunter
Notary Public
Grace Hunter
Notary Public
State of Missouri
St. Louis City
My Commission Expires April 25, 1997

BOOK 154 PAGE 299

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

On this 31 day of July, 1995, before me, Thomas J. Courtney, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared Catherine F. Donohue and Teresita Glasgow to me known to be a Vice President and an Assistant Secretary, respectively, of FIRST TRUST OF NEW YORK, NATIONAL ASSOCIATION, a corporation organized and existing under the laws of the State of New York, one of the corporations that executed the within and foregoing instrument; and the said Catherine F. Donohue and Teresita Glasgow, severally, 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 thereto 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 first above written.

My notarial commission expires May 11, 1996.


Notary Public

Thomas J. Courtney
Notary Public, State of New York
No. 24-4996233
Qualified in Kings County
Commission Expires May 11, 1996

