

128823

BOOK 167 PAGE 747

Return Address:

CHICAGO TITLE INSURANCE COMPANY  
171 N. CLARK - MLC: 04SP  
CHICAGO, ILLINOIS 60601  
ATTN: ROCHELLE DEMOSS

FILED FOR RECORD  
SKAMANA CO. WASH  
BY Chicago Title

JUL 31 2 42 PM '97

*P. Larry*  
AUDITOR  
GARY M. OLSON

Please print or type information WASHINGTON STATE RECORDER'S Cover Sheet (RCW 65.04)

Document Title(s) (or transactions contained therein): (all areas applicable to your document must be filled in)

1. SUPPLEMENTAL INDENTURE TO NORTHERN PACIFIC RAILWAY COMPANY GENERAL
2. LIEN MORTGAGE
- 3.
- 4.

Reference Number(s) of Documents assigned or released:

Additional reference #'s on page \_\_\_\_\_ of document

Grantor(s) (Last name first, then first name and initials)

1. THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY
- 2.
- 3.
- 4.

☐ Additional names on page \_\_\_\_\_ of document

Grantee(s) (Last name first, then first name and initials)

1. CITIBANK, N.A., TRUSTEE
- 2.
- 3.
- 4.

☐ Additional names on page \_\_\_\_\_ of document

Legal description (abbreviated: i.e. lot, block, plat or section, township, range)

☐ Additional legal is on page \_\_\_\_\_ of document

Assessor's Property Tax Parcel/Account Number

☐ Assessor Tax # not yet assigned

The Auditor/Recorder will rely on the information provided on the form. The staff will not read the document to verify the accuracy or completeness of the indexing information provided herein.

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3

Counterpart Original  
Executed in 250 Counterparts  
of which this is No. 167

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

TO

CITIBANK, N.A.,

Trustee

SUPPLEMENTAL INDENTURE

Dated as of December 31, 1996

TO

NORTHERN PACIFIC RAILWAY COMPANY

GENERAL LIEN MORTGAGE

Dated November 10, 1896

Providing for the Continuation of Obligations

by Reason of the Change of Name of Burlington Northern Railroad Company

to The Burlington Northern and Santa Fe Railway Company

in Connection with the Merger of

The Atchison, Topeka and Santa Fe Railway Company

with and into Burlington Northern Railroad Company

000286

THIS SUPPLEMENTAL INDENTURE, dated as of December 31, 1996, by and between

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation (formerly named Burlington Northern Railroad Company, which company was formerly named Burlington Northern Inc.) corporate successor in interest and title by merger to Northern Pacific Railway Company, Successor Mortgagor in and under that certain Northern Pacific Railway Company General Lien Mortgage dated November 10, 1896, as amended and supplemented ("General Lien Mortgage"), of which mortgage Citibank, N. A. is Trustee, party of the first part, Mortgagor,

And

CITIBANK, N.A., a National Banking Association, incorporated and existing under the laws of the United States of America, successor in interest and trust to The Farmer's Loan and Trust Company (subsequently named City Bank Farmers Trust Company, and First National City Trust Company), successor in interest and trust by merger to First National City Bank (subsequently named Citibank, N. A.), Successor Trustee in and under said General Lien Mortgage, party of the second part, Trustee,

WITNESSETH:

WHEREAS, Northern Pacific Railway Company, mortgagor, on the tenth day of November, 1896, did make, execute and deliver to The Farmers' Loan and Trust Company, Trustee, its General Lien Mortgage to secure the payment of the principal of and interest on its General Lien Railway and Land Grant Gold Bonds, due January 1, 2047 (hereinafter called the "Bonds"); and

WHEREAS, Burlington Northern Inc., as successor in interest and title by merger to Northern Pacific Railway Company, executed that certain Supplemental Indenture dated March 2, 1970 with respect to the General Lien Mortgage; and

WHEREAS, by Agreement of Merger and Plan of Reorganization dated April 2, 1981, made by and among Burlington Northern Inc., Burlington Northern Transportation Company, and Burlington Northern Holding Company, as of May 14, 1981, the corporate name of Burlington Northern Inc. was changed to Burlington Northern Railroad Company, and Burlington Northern Railroad Company executed that certain Supplemental Indenture dated as of May 14, 1981 with respect to the General Lien Mortgage; and

WHEREAS, in accordance with permissive authorization to merge as set forth in the Interstate Commerce Commission decision effective as of September 22, 1995 and by Agreement and Plan of Merger dated December 31, 1996, The Atchison Topeka and Santa Fe Railway Company is, on the date of this Supplemental Indenture, December 31, 1996, and contemporaneous with the execution hereof, merging with and into Burlington Northern Railroad Company and the corporate name of said company is being changed to The Burlington Northern and Santa Fe Railway Company; and further, whereas, all of the requisite action described in the Agreement and Plan of Merger is being taken and all acts, things and deeds necessary to authorize

the unbroken continuity of the mortgagor's obligations under the General Lien Mortgage by The Burlington Northern and Santa Fe Railway Company, and to make this Supplemental Indenture, when executed by the parties hereto, a valid and binding amendment to the General Lien Mortgage, are being done, performed and completed.

NOW, THEREFORE, in consideration of the premises and of the sum of Ten Dollars (\$10.00) paid by the Trustee to The Burlington Northern and Santa Fe Railway Company, receipt of which is hereby acknowledged, to record the change in corporate name, to further secure, and evidence the continuing undertaking and obligation of payment, performance and observance of all of the currently enforceable covenants and conditions contained in the General Lien Mortgage, the parties hereto do hereby covenant and agree as follows:

SECTION 1. The Burlington Northern and Santa Fe Railway Company is hereby acknowledged as the Successor Mortgagor under the General Lien Mortgage, and as such Successor Mortgagor, The Burlington Northern and Santa Fe Railway Company in all respects ratifies, confirms and continues uninterrupted the assumption of obligations under the General Lien Mortgage made by Burlington Northern Railroad Company in the May 14, 1981 Supplemental Indenture. Further The Burlington Northern and Santa Fe Railway Company, subject to SECTION 2 below, hereby assumes the due and punctual payment of the principal of, and interest on all the Bonds, according to their tenor, and the due and punctual performance and observance of all the currently enforceable covenants and conditions of the General Lien Mortgage, so that in accordance with the provisions of ARTICLE TWELVE of the General Lien Mortgage, The Burlington Northern and Santa Fe Railway Company shall succeed to and be substituted for Burlington Northern Railroad Company, with the same effect as if The Burlington Northern and Santa Fe Railway Company had been named in the General Lien Mortgage as the party of the first part thereto, and had duly executed and delivered the same.

SECTION 2. Nothing in SECTION 1, above, or elsewhere in this document is intended to impose upon The Burlington Northern and Santa Fe Railway Company any greater obligations than currently are owed by Burlington Northern Railroad Company. It is hereby acknowledged that this Supplemental Indenture shall not constitute a novation of any obligation under the General Lien Mortgage or otherwise, or an obligation issued containing a gold clause or governed by a gold clause, or a revival of an obligation issued containing a gold clause or governed by a gold clause.

SECTION 3. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Indenture or the due execution hereof by The Burlington Northern and Santa Fe Railway Company or for or in respect of the recitals contained herein, all of which recitals are made by The Burlington Northern and Santa Fe Railway Company solely. No implied covenant or obligation shall be read into this Supplemental Indenture against the Trustee.



SECTION 4. This Supplemental Indenture may be executed in any number of counterparts, each of which so executed shall be deemed to be an original; all of such counterparts shall together constitute but one and the same instrument. In order to facilitate the filing and recording of this Supplemental Indenture in the Land Registry and other records, or for any other uses or purposes, any number of true and exact conformed copies of this Supplemental Indenture may be exemplified by the certificate and signature of an Assistant Secretary issued under the seal of The Burlington Northern and Santa Fe Railway Company and when so exemplified the same shall be deemed and construed for all such purposes to be originals to the same extent as an original counterpart.

IN WITNESS WHEREOF, The Burlington Northern and Santa Fe Railway Company, party of the first part, has caused this Supplemental Indenture to be signed and acknowledged by its President or one of its Vice Presidents, and its corporate seal to be affixed hereunto and the same to be attested by its Secretary or an Assistant Secretary; and Citibank, N. A., party of the second part, has caused this Supplemental Indenture to be signed and acknowledged by one of its Vice Presidents, and its corporate seal to be affixed hereunto and the same to be attested by one of its authorized officers, all as of the day and year first above written.

Attest:

THE BURLINGTON NORTHERN AND SANTA  
FE RAILWAY COMPANY

M. R. Aclin  
M. R. Aclin  
Assistant Secretary

By R. E. Weicher  
R. E. Weicher  
Vice President and General Counsel

Deposition of the Corporate  
Seal of The Burlington Northern  
and Santa Fe Railway Company)

Signed, sealed and acknowledged by  
The Burlington Northern and Santa Fe  
Railway Company in the presence of:

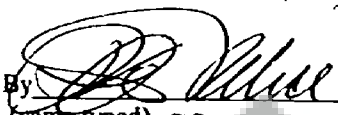
Nadine M. Brandt  
Attesting Witnesses

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Attest:

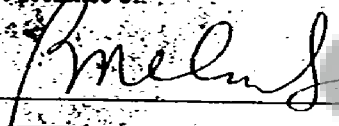
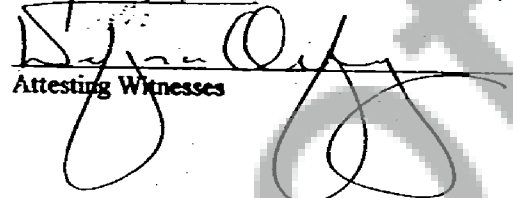
CITIBANK, N.A., as Trustee

  
(name typed) **ARTHUR W. ASLANIAN**  
(title) **VICE PRESIDENT**

  
(name typed) **P. DEFELICE**  
(title) **VICE PRESIDENT**

(Impression of the  
Seal of Citibank, N. A.)

Signed, sealed and acknowledged by  
Citibank, N.A., as Trustee,  
in the presence of

  
  
Attesting Witnesses

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

On this 31st day of January, 1997, before me, Tina Hutson, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared R. E. Weicher and M. R. Acin to me known to be the Vice President and General Counsel and an Assistant Secretary, respectively, of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY 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 R. E. Weicher and M. R. Acin, 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 June 26, 1998.



Tina Hutson  
Notary Public

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

On this 28th day of February, 1997, before me, Peter M. Pavlyshin, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared P. DeFelice and Arthur W. Aslanian to me known to be a Vice President and an Vice President respectively, of CITIBANK, N.A., a national banking association organized and existing under the laws of the United States of America, the association that executed the within and foregoing instrument; and the said P. DeFelice and Arthur W. Aslanian, severally acknowledged the said instrument to be the free and voluntary act and deed of said association, 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 seal of said association.

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 199[ ].



*Peter M. Pavlyshin*  
Notary Public  
PETER M. PAVLYSHIN  
Notary Public, State of New York  
No. 41-4991297  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires January 27, 1997



BOOK 167 PAGE 754

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

On this 28th day of February, 1997, before me, Peter M. Pavlyshin,  
a duly authorized Notary Public in said City and County in the State aforesaid, personally  
appeared P. DeFelice and Arthur W. Aslanian to me known to be a  
Vice President and an Vice President, respectively, of CITIBANK,  
N.A., a national banking association organized and existing under the laws of the United States of  
America, the association that executed the within and foregoing instrument; and the said  
P. DeFelice and Arthur W. Aslanian, severally acknowledged the  
said instrument to be the free and voluntary act and deed of said association, 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 seal of said association.

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 \_\_\_\_\_, 199[ ].



Peter M. Pavlyshin  
Notary Public  
PETER M. PAVLYSHIN  
Notary Public, State of New York  
No. 41-4991297  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires January 27, 1998

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Mortgage Registration Tax Due Hereon: None

Unless otherwise directed by The Burlington Northern and Santa Fe Railway Company, real property taxes for the real property of The Burlington Northern and Santa Fe Railway Company, should be sent to:

Larry Garrett  
Senior General Tax Attorney  
The Burlington Northern and Santa Fe Railway Company  
One Santa Fe Plaza  
920 S.E. Quincy  
Topeka, Kansas 66612

Addresses of the parties to the foregoing instrument:

The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Fort Worth, Texas 76131  
Attention: Richard E. Weicher

Citibank, N.A., as Trustee  
Corporate Trust Office  
120 Wall Street  
New York, New York 10005

Prepared by:

The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Fort Worth, Texas 76131  
(817) 333-6175

Return Document to:  
CHICAGO TITLE INSURANCE COMPANY  
171 N. Clark St., - MLC: 04SP  
National Special Projects Group  
Chicago, IL 60601  
ATTN: Rochelle DeMoss