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Page 1 of 10  
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of SKAMAHIA COUNTY  
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Please print or type information **WASHINGTON STATE RECORDER'S Cover Sheet** (RCW 65.04)

<b>Document Title(s)</b> (or transactions contained therein): (all areas applicable to your document <u>must</u> be filled in) Supplemental Indenture
<b>Reference Number(s) of related Documents:</b> Additional reference #'s on page _____ of document
<b>Grantor(s)</b> (Last name, first name, initials) The Burlington Northern & Santa Fe Railway Company  Additional names on page _____ of document.
<b>Grantee(s)</b> (Last name first, then first name and initials) BNSF Railway Company  Additional names on page _____ of document.
<b>Trustee</b>
<b>Legal description</b> (abbreviated: i.e. lot, block, plat or section, township, range)  Additional legal is on page _____ of document
<b>Assessor's Property Tax Parcel/Account Number</b> assigned <input type="checkbox"/> 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.

Counterpart Original  
Executed in 200 Counterparts  
of which this is No. 128

BNSF RAILWAY COMPANY

TO

CITIBANK, N.A.

Trustee

SUPPLEMENTAL INDENTURE

Dated as of January 20, 2005

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

The Burlington Northern and Santa Fe Railway Company

To

BNSF Railway Company

THIS SUPPLEMENTAL INDENTURE, dated as of January 20, 2005, by and between

BNSF RAILWAY COMPANY, a Delaware corporation (formerly known as The Burlington Northern and Santa Fe Railway Company, and prior to that Burlington Northern Railroad Company, and prior to that 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 was on December 31, 1996 merged with and into Burlington Northern Railroad Company and the corporate name of said company was changed to The Burlington Northern and Santa Fe Railway Company; and further, all of the requisite action described in the Agreement and Plan of Merger was 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 was done, performed and completed.

WHEREAS, by amendment to its Certificate of Incorporation in the State of Delaware the corporate name of The Burlington Northern and Santa Fe Railway Company is on the date of this Supplemental Indenture as of January 20, 2005 being changed to BNSF Railway Company; and further, whereas all of the requisite action necessary to authorize the unbroken continuity of the mortgagor's obligations under the General Lien Mortgage by BNSF Railway Company, and to make this Supplemental Indenture, when executed by the parties hereto, a valid and binding amendment to the General Lien Mortgage, is 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 BNSF 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. BNSF Railway Company is hereby acknowledged as the Successor Mortgagor under the General Lien Mortgage, and as such Successor Mortgagor, BNSF Railway Company in all respects ratifies, confirms and continues uninterrupted the obligations under the General Lien Mortgage made by The Burlington Northern and Santa Fe Railway Company in the December 31, 1996 Supplemental Indenture. Further BNSF Railway Company, subject to SECTION 2 below, hereby reaffirms its obligations to make the due and punctual payment of the principal of and interest on all the Bonds, according to the tenor, and the due and punctual performance and observance of all the currently enforceable covenants and conditions of the General Lien Mortgage.

SECTION 2. Nothing in SECTION 1, above, or elsewhere in this document is intended to impose upon BNSF Railway Company any greater obligations than

currently exist under its old name, The Burlington Northern and Santa Fe Railway 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 BNSF Railway Company or for or in respect of the recitals contained herein, all of which recitals are made by BNSF Railway Company solely. No implied covenant or obligation shall be read into this Supplemental Indenture against the Trustee.

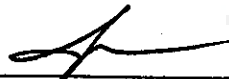
SECTION 4. This Supplemental Indenture may be executed in any number of counterparts, each of which so executed shall be deemed to be an original; all of such counterparts shall together constitute but one and the same instrument. In order to facilitate the filing and recording of this Supplemental Indenture 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 BNSF 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, BNSF 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:

BNSF RAILWAY COMPANY

  
Craig W. Smetko  
Assistant Secretary

By:   
James H. Gallegos  
Vice President and Corporate  
General Counsel

(Impression of the Corporate  
Seal of BNSF Railway  
Company)

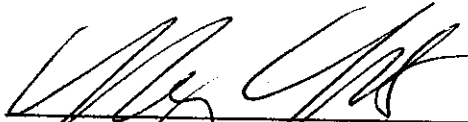
Signed, sealed and acknowledged by  
BNSF Railway Company in the  
presence of




  
Attesting Witnesses

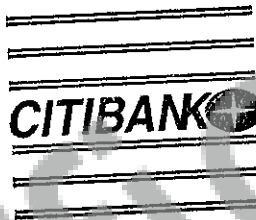
Attest:

CITIBANK, N.A., as Trustee

  
Name: Nancy Forte  
Title: Assistant Vice President

By   
Name: 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:



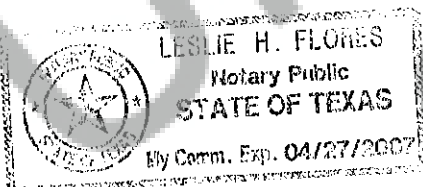
  
Attesting Witnesses

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

On this 28<sup>th</sup> day of January, 2005, before me, Leslie H. Flores, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared James H. Gallegos and Craig N. Smetko to me known to be the Vice President and Corporate General Counsel and Assistant Secretary respectively, of BNSF 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 James H. Gallegos and Craig N. Smetko, 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 April 27, 2007.



  
\_\_\_\_\_  
Notary Public




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

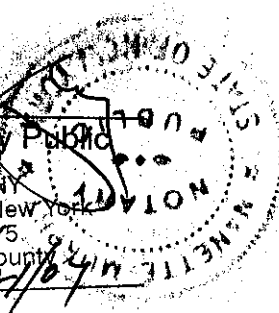
On this 7<sup>th</sup> day of February, 2005, before me, Nanette Murphy, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared P. DeFelice and Nancy Forte to me known to be a Vice President and an Assistant Vice President, respectively, of CITIBANK, N.A., 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 Nancy Forte, 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 January 21, 2007.

  
Nanette Murphy, Notary Public

NANETTE MURPHY  
Notary Public, State of New York  
No. 01MU6086475  
Qualified in Kings County  
Commission Expires 1/21/07



Mortgage Registration Tax Due Hereon: None

Unless otherwise directed by BNSF Railway Company, real property taxes for the real property of BNSF Railway Company, should be sent to:

Alec Vincent  
BNSF Railway Company  
General Director of Taxes  
2500 Lou Menk Drive, 2<sup>nd</sup> Floor  
Fort Worth, TX 76131

Addresses of the parties to the foregoing instrument:

BNSF Railway Company  
2650 Lou Menk Drive  
Fort Worth, Texas 76131  
Attention: Craig N. Smetko

Citibank, N.A., as Trustee  
388 Greenwich Street, 14<sup>th</sup> Floor  
New York, New York 10013

Prepared by:

Tracy Combs Flanigan  
Attorney at Law  
221 W. 4<sup>th</sup> Street, Suite 15  
Carthage, Missouri 64836  
(417) 358-8045



U25272819-02TC10

SUPPLEMENTAL IND

US Recordings