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Counterpart Original
Executed in 575 Counterparts
of which this is No. 117

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

TO

CITIBANK, N.A.

Trustee

SUPPLEMENTAL INDENTURE

Dated as of December 31, 1996

TO

GREAT NORTHERN RAILWAY COMPANY

GENERAL GOLD BOND MORTGAGE

Dated January 1, 1921

FILED NO. 3088
BOOK 146 PAGE 776
97 MAY -6 PM 1:53
MICHELLE UTSLER
RECORDER
MADISON COUNTY, IOWA

REC. \$ 60.00
A.M.F. \$ 1.00

COMPUTER
RECORDED
COMPARED

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

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 Great Northern Railway Company, Successor Mortgagor in and under that certain Great Northern Railway Company General Gold Bond Mortgage dated January 1, 1921, as supplemented ("General Gold Bond 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 First National Bank of the City of New York, to First National City Bank (subsequently named Citibank, N.A.), Successor Trustee in and under said General Gold Bond Mortgage, party of the second part, Trustee,

WITNESSETH:

Great Northern Railway Company, as mortgagor, has heretofore made, executed and delivered to The First National Bank of the City of New York, as Trustee, its General Gold Bond Mortgage dated January 1, 1921, and supplements thereto dated, respectively, March 19, 1936, as of January 1, 1937, April 18, 1944, as of July 1, 1944, March 20, 1945, as of July 1, 1945, two supplements dated as of January 1, 1946, July 2, 1953, as of September 1, 1954, two supplements dated as of March 2, 1970, as of July 1, 1970, as of January 1, 1971, as of May 23, 1972, as of January 1, 1974, as of July 1, 1975, as of January 1, 1978, as of July 1, 1980, as of May 14, 1981, as of December 31, 1981, as of December 31, 1982, as of January 29, 1986, as of November 20, 1987 and as of December 22, 1992, under which General Mortgage Bonds are outstanding.

Burlington Northern Inc., as successor in interest and title by merger to Great Northern Railway Company, executed that certain Supplemental Indenture dated as of March 2, 1970 with respect to the General Gold Bond Mortgage.

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 Gold Bond Mortgage.

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. 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 Gold Bond 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 Gold Bond Mortgage, are being done, performed and completed, and the execution and delivery hereof have been in all respects duly authorized. Accordingly, by this Supplemental Indenture, the parties desire to evidence the change of corporate name, and the continuance and specific assumption by The Burlington Northern and Santa Fe Railway Company of the obligations of Burlington Northern Railroad Company under the General Gold Bond Mortgage as heretofore supplemented.

Supplemental Indenture (No. 12) dated as of March 2, 1970 to the General Gold Bond Mortgage extends the lien of said mortgage to 2,400 shares of the capital stock of The Belt Railway Company of Chicago (except 1 share held by a director), being 8 1/3 percent of the total amount of the capital stock of such company issued and outstanding at the time of the execution of the General Gold Bond Mortgage, subject, however, to the prior lien of the Chicago Burlington & Quincy First and Refunding Mortgage, dated February 1, 1921. Further, Supplemental Indenture (No. 12) dated as of March 2, 1970 to the General Gold Bond Mortgage extends the lien of said mortgage to 1,833 1/3 shares of the capital stock of the Kansas City Terminal Railway Company (except 5 shares held by directors), being 8 1/3 percent of the total amount of the capital stock of such company issued and outstanding, subject, however, to a Stock Trust Agreement dated June 12, 1909, pursuant to which said shares are being held by Boatmen's Bank in Kansas City, Missouri (as successor to the First National Bank of Kansas City, as successor to Pioneer Trust Company) and subject to the prior lien of the Chicago Burlington & Quincy First and Refunding Mortgage. Supplemental Indenture dated as of December 31, 1982 to the General Gold Bond Mortgage extends the lien of said mortgage to 30 1/4 shares of the capital stock of the Houston Belt and Terminal Railway Company, being 12.1 percent of the total amount of the capital stock of such company issued and outstanding, and not subject to any pledge prior to that of said mortgage. Supplemental Indenture dated as of December 22, 1992 to the General Gold Bond Mortgage extends the lien of said mortgage to an additional 30 1/4 shares of the capital stock of the Houston Belt and Terminal Railway Company, being 12.1 percent of the total amount of the capital stock of such company issued and outstanding, and not subject to any pledge prior to that of said mortgage. All shares of stock pledged pursuant to the above-referenced supplemental indentures were made subject, however, in every event to all the applicable currently enforceable terms and conditions, stipulations and provisions in said General Gold Bond Mortgage in such case made and provided to the same extent and effect as if the property mortgaged and conveyed to the Trustee had been originally included in said General Gold Bond Mortgage. The Tenth Granting Clause of said General Gold Bond Mortgage subjects the after-acquired shares of the capital stock of the companies named in Granting Clause Ninth to the Lien of the General Gold Bond Mortgage. The shares of The Belt Railway Company of Chicago, the Kansas City Terminal Railway Company, and the Houston Belt and Terminal Railway Company, if originally included in the General Gold Bond Mortgage, would have been listed in Granting Clause Ninth.

Burlington Northern Railway Company subsequently acquired an additional 200 shares of the capital stock of The Belt Railway Company of Chicago, but due to the issuance of additional stock in similar denomination to all owners, the acquisition did not alter Burlington Northern Railroad Company's ownership percentage in such stock. As a result of the merger herein described, The Burlington Northern and Santa Fe Railway Company is acquiring 2,600 shares of the capital stock of The Belt Railway Company of Chicago, 1,833 1/3 shares of the capital stock of the Kansas City Terminal Railway Company and 60.5 shares of the capital stock of the Houston Belt and Terminal Railway Company previously owned by The Atchison, Topeka and Santa Fe Railway Company.

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 Gold Bond Mortgage, the parties hereto do hereby covenant and agree as follows:

ARTICLE ONE

Assumption by The Burlington Northern and Santa Fe Railway Company.

The Burlington Northern and Santa Fe Railway Company is hereby acknowledged as the Successor Mortgagor under the General Gold Bond 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 Gold Bond 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 ARTICLE TWO below, hereby assumes the due and punctual payment of the principal of and interest on all the General Mortgage Bonds, according to their tenor, and the due and punctual performance and observance of all the currently enforceable covenants and conditions of the General Gold Bond Mortgage, so that in accordance with the provisions of Section 2 of Article Fifteen of the General Gold Bond 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 Gold Bond Mortgage as the party of the first part thereto, and had duly executed and delivered the same.

Pledge of Certain Shares

The Burlington Northern and Santa Fe Railway Company has mortgaged, granted, bargained, sold, released, consigned, assigned, transferred, pledged, and set over, and by these presents does hereby mortgage, grant, bargain, sell, release, consign, assign, transfer, pledge, and set over unto the Trustee and its successors in trust and assigns forever the following shares of capital stock owned by The Burlington Northern and Santa Fe Railway Company as a result of the additional acquisition of certain shares by Burlington Northern Railroad Company, the pledge of which shares had not heretofore been evidenced by a supplemental indenture, and the merger of The

Atchison, Topeka and Santa Fe Railway Company with and into Burlington Northern Railroad Company and the corporate name change of said company to The Burlington Northern and Santa Fe Railway Company, as follows:

200 shares of the capital stock of The Belt Railway Company of Chicago, which, in combination with the grant of 2,400 shares of such company as set forth in Supplemental Indenture (No. 12) dated as of March 2, 1970 to the General Gold Bond Mortgage represent $8 \frac{1}{3}$ percent of the total amount of the capital stock of such company issued and outstanding, and subject to the prior lien of the Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage dated February 1, 1921.

2,600 shares of the capital stock of The Belt Railway Company of Chicago (except one share held by director), being $8 \frac{1}{3}$ percent of the total amount of the capital stock of such company issued and outstanding, and subject, however, to the prior lien of the Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage dated February 1, 1921;

1,833 $\frac{1}{3}$ shares of the capital stock of the Kansas City Terminal Railway Company (except 5 shares held by directors), being $8 \frac{1}{3}$ percent of the total amount of the capital stock of such company issued and outstanding, subject, however, to a Stock Trust Agreement dated June 12, 1909, pursuant to which said shares are held by Boatmen's Bank in Kansas City, Missouri (as successor to The First National Bank of Kansas City, as successor to Pioneer Trust Company), and subject to the prior lien of the Chicago, Burlington & Quincy First and Refunding Mortgage dated February 1, 1921; and

60.5 shares of the capital stock of the Houston Belt & Terminal Railway Company, being 24.2 percent of the total amount of the capital stock of such company issued and outstanding, and not subject to any prior pledge.

SUBJECT, HOWEVER, in every event to all the applicable, currently enforceable terms and conditions, stipulations and provisions in said General Gold Bond Mortgage in such case made and provided to the same extent and effect as if the property mortgaged and conveyed to the Trustee hereby had been originally included in said General Gold Bond Mortgage.

TO HAVE AND TO HOLD, the properties hereby conveyed unto the Trustee, its successors in trust, and assigns forever, but in trust nevertheless for the uses and purposes set forth in the said General Gold Bond Mortgage, as heretofore and hereafter supplemented and amended, and to all other rights, liens, charges, and claims existing at the date of execution of this Supplemental

Indenture upon and against the properties hereby pledged, conveyed and assigned, or intended so to be.

BUT IN TRUST, NEVERTHELESS, for the equal, proper, and proportionate benefit and security, severally and respectively, of all and every present and future holder of any and every Bond issued under and secured by the General Gold Bond Mortgage, as well as all those presently issued and all hereafter issued in addition thereto or by way of substitution or exchange, in accordance with the currently enforceable terms of the General Gold Bond Mortgage and any other restrictions; subject to Article Two below, it being an intention of this supplemental indenture that the General Gold Bond Mortgage shall become and be a lien on the property hereby pledged, conveyed, and assigned with the same force and effect as if expressly conveyed to the Trustees at the time of making the original General Gold Bond Mortgage, and subject to all the currently enforceable provisions thereof, and that the holders of the Bonds issued under the General Gold Bond Mortgage shall always have as full and complete a lien upon such property as that created by the pledge heretofore of the aforesaid described shares of capital stock of The Belt Railway Company of Chicago, the Kansas City Terminal Railway Company and the Houston Belt & Terminal Railway Company previously pledged to the Trustee under the General Gold Bond Mortgage.

ARTICLE TWO

Concerning Gold Clauses

Nothing in ARTICLE ONE, 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 Gold Bond 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.

ARTICLE THREE

Concerning the Trustee

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.

ARTICLE FOUR

Execution in Counterparts

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.

ARTICLE FIVE

Construed With Mortgage

This is a Supplemental Indenture to the General Gold Bond Mortgage, executed pursuant to the provisions thereof, and each and every part of this Supplemental Indenture and each and every covenant contained herein shall be and become a part of the General Gold Bond Mortgage as heretofore supplemented and each of the covenants and obligations of The Burlington Northern and Santa Fe Railway Company herein contained shall be subject to the provisions of the General Gold Bond Mortgage as so supplemented.

IN WITNESS WHEREOF, The Burlington Northern and Santa Fe Railway Company, the party of the first part, has caused this Supplemental Indenture to be signed and acknowledged by its Chairman of the Board or 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., as Corporate Trustee, 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

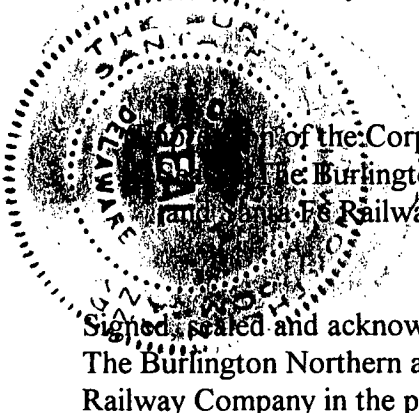
be affixed hereunto and the same to be attested by one of its authorized officers; all as of the day and year first above written.

Attest:

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

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

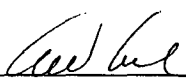
By R. E. Weicher
R. E. Weicher
Vice President and General Counsel



in of the Corporate
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:

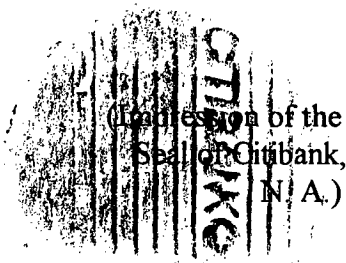
[Signature]
Nadine M. Grand
Attesting Witnesses

Attest:

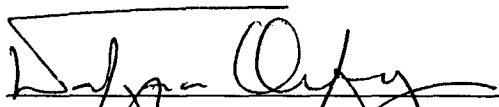
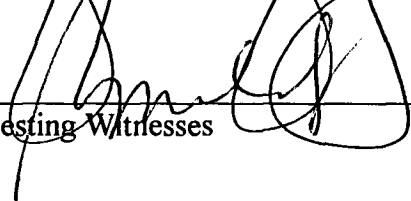
CITIBANK, N.A., as Trustee


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

By 
 (name typed) **P. DeFELICE**
 (title) **VICE PRESIDENT**



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

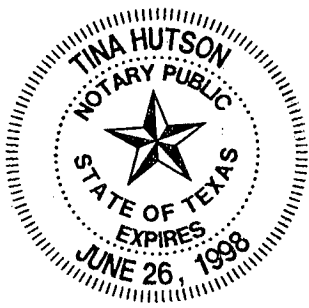


 Attesting Witnesses

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. Aclin 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. Aclin, 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, 199[8].





Notary Public

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

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