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MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA

Fee 12.00

Appointment of John J. Ford as Individual Trustee under the Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage dated February 1, 1921 in succession to Bartlett Ford, Resigned

KNOW ALL MEN BY THESE PRESENTS: That, Whereas, Chicago, Burlington & Quincy Railroad Company (now by merger Burlington Northern Inc.) did execute and deliver to The First National Bank of the City of New York (now Citibank, N.A.) and Frazier L. Ford, as Trustees, its First and Refunding Mortgage, dated February 1, 1921; and

WHEREAS, the said Frazier L. Ford, the Individual Trustee named in said Mortgage, died on April 10, 1947, and George E. Porter was thereafter duly appointed as successor Individual Trustee; and

WHEREAS, the said George E. Porter, successor Individual Trustee under said Mortgage, died on January 14, 1954, and Jacob M. Ford II was thereafter duly appointed as successor Individual Trustee; and

WHEREAS, Jacob M. Ford II, successor Individual Trustee under said Mortgage, thereafter resigned and Bartlett Ford was thereafter appointed as successor Individual Trustee; and

WHEREAS, Bartlett Ford did thereafter resign; and by Section 8, Article Thirteen, of said Mortgage, it is provided that the Corporate Trustee by an instrument in writing, may appoint a successor to such Individual Trustee; and

WHEREAS, the undersigned is authorized to act on behalf of said Citibank, N.A., as Corporate Trustee under such First and Refunding Mortgage, to fill the vacancy in the office of the Individual Trustee under said First and Refunding Mortgage;

THIS INSTRUMENT WITNESSETH: That Citibank, N.A., Corporate Trustee under said First and Refunding Mortgage, pursuant to the provisions of Section 8, Article Thirteen, of said Mortgage, hereby appoints John J. Ford, a resident of the City of St. Joseph in the State of Missouri, as Individual Trustee under said First and Refunding Mortgage, to fill the vacancy in the office of Individual Trustee created by the resignation of Bartlett Ford, successor Individual Trustee, to act as such Individual Trustee under said First and Refunding Mortgage, with like effect as if originally named as Trustee therein.

IN WITNESS WHEREOF, Citibank, N.A. has caused these presents to be signed with its corporate name by a Senior Trust Officer and its corporate seal to be hereon impressed and attested by its Trust Officer, thereunto duly authorized, as of the 8th day of December, 1980.

Attest:

V. Lopez
Trust Officer

CITIBANK, N.A., as Corporate Trustee

By: _____
Ralph E. Johnson
Senior Trust Officer

Witnesses to Signatures:

Theresa Hughes

E. J. Jaworski

CITIBANK

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss

Be it remembered, that on this 8th day of December, A.D. 1980, before me, a Notary Public in and for said County and State, personally appeared Ralph E. Johnson, Senior Trust Officer of Citibank, N.A., a national banking association incorporated and existing under the laws of the United States of America, personally known to me to be the same person whose name is subscribed to, and who executed the foregoing instrument as a Senior Trust Officer, who, being by me duly sworn, says that he is a Senior Trust Officer of Citibank, N.A., Trustee, and that he knows the corporate seal of said association; that the seal affixed to the foregoing instrument is the corporate seal of said association; that it was affixed by order of Citibank, N.A., Trustee; that said instrument was signed and sealed by him on behalf of said association as a Senior Trust Officer of said association; and the said Ralph E. Johnson acknowledged said instrument, and that it was the voluntary act and deed of Citibank, N.A., Trustee, and that he as Senior Trust Officer signed, sealed and delivered said instrument as the free and voluntary act and deed of Citibank, N.A., Trustee, and as his own free and voluntary act and deed as Senior Trust Officer, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand official seal this 8th day of December, A.D. 1980.

H. Douglas Hunter

Notary Public, State of New York
No. 31-4707995
Qualified in New York County
Term Expires March 30, 1981

(Notarial Seal)

Acceptance of Appointment as Successor Individual Trustee under the Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage dated February 1, 1921

WHEREAS, Frazier L. Ford, Individual Trustee under the First and Refunding Mortgage of the Chicago, Burlington & Quincy Railroad Company (now by merger Burlington Northern Inc.) to The First National Bank of the City of New York (now Citibank, N.A.) and Frazier L. Ford, as Trustees, dated February 1, 1921, died on April 10, 1947, and George E. Porter was thereafter duly appointed and qualified as Individual Trustee in succession to the said Frazier L. Ford; and

WHEREAS, the said George E. Porter, successor Individual Trustee under said Mortgage, died on January 14, 1954, and Jacob M. Ford II was thereafter duly appointed as successor Individual Trustee; and

WHEREAS, Jacob M. Ford II, successor Individual Trustee under said Mortgage, thereafter did resign and Bartlett Ford was thereafter appointed as successor Individual Trustee; and

WHEREAS, Bartlett Ford did thereafter resign; and

WHEREAS, said Citibank, N.A., Corporate Trustee under said First and Refunding Mortgage, pursuant to the provisions of Section 3, Article Thirteen, of said Mortgage, by an instrument in writing, duly appointed and designated John J. Ford, a resident of the City of St. Joseph, in the State of Missouri, to act as Individual Trustee under said Mortgage, in succession to the said Bartlett Ford, resigned; and

WHEREAS, it is provided by said Section 3, Article Thirteen, of said First and Refunding Mortgage, that any new Trustee appointed thereunder shall execute, acknowledge and deliver to his co-trustee and to the Railroad Company, an instrument accepting such appointment thereunder, and that thereupon such new Trustee, without any further act, deed or conveyance, shall become vested with all the estates, properties, rights, powers and trusts of his predecessor in the trusts thereunder with like effect as if originally named as Trustee therein;

NOW, THEREFORE, THIS INSTRUMENT WITNESSETH: That the said John J. Ford, does hereby accept such appointment and execute, acknowledge and deliver to Citibank, N.A. and to Burlington Northern Inc., his acceptance of such appointment as Individual Trustee in succession to the said Bartlett Ford, resigned, as aforesaid, and agrees to be bound by all the conditions and trusts declared in said First and Refunding Mortgage as fully as if originally named as Trustee therein.

IN WITNESS WHEREOF, the said John J. Ford, has hereunto set his hand and seal as of the 11th day of December, 1980.

John J. Ford
Individual Trustee

Sealed and delivered in the presence of:

Helen Brittain
Helen Brittain

Mary Margaret Duncan
Mary Margaret Duncan

STATE OF MISSOURI)
) ss
COUNTY OF BUCHANAN)

I, Constance J. Smith, Notary Public in and for the said County, in the State aforesaid, do hereby certify that John J. Ford, Trustee, personally known to me to be the same person whose name is subscribed to the foregoing instrument, as Trustee, appeared before me this day in person, and acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act as such Trustee, and as his own free and voluntary act, for the uses and purposes therein set forth.

GIVEN under my hand and seal this 11th day of December, A.D. 1980.

Constance J. Smith

CONSTANCE J. SMITH, NOTARY PUBLIC
BUCHANAN COUNTY MISSOURI
MY COMMISSION EXPIRES 5-24-82

Conveyancing, State Deed Tax, etc. Due Hereon: None
Mortgage Registration Tax Due Hereon: None
Real Property Taxes For The Within Described Real Property Should be Sent to:

Director, Property Taxes, Room 860
Burlington Northern Inc.
176 East Fifth Street
St. Paul, Minnesota 55101

Address of the parties to the foregoing instrument:

Citibank, N.A.
Attn: Corporate Trust Department
111 Wall Street
New York, New York 10015

John J. Ford
First National Bank
Fourth and Felix
St. Joseph, Missouri 64501

This instrument was drafted by:

Law Department
Burlington Northern Inc.
Law Department, Room 1180
176 East Fifth Street
St. Paul, Minnesota 55101

Burlington Northern Inc.
176 East Fifth Street
St. Paul, Minnesota 55101

When Recording is Complete, Please Return To:
Robert L. Bartholic
Assistant General Counsel
Burlington Northern Inc.
Law Department, Room 1180
176 East Fifth Street
St. Paul, Minnesota 55101