

Counterpart Original
Executed in 575 Counterparts
of which this is No. 381

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

TO

FIRST TRUST OF NEW YORK NATIONAL ASSOCIATION

AND

W. A. JOHNSON

(Successor to Bartlett Ford and Jacob M. Ford II), Trustees

TWENTY-FIFTH SUPPLEMENTAL INDENTURE

Dated as of December 31, 1996

TO

BURLINGTON NORTHERN INC.

CONSOLIDATED MORTGAGE

Dated March 2, 1970

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 TWENTY-FIFTH SUPPLEMENTAL INDENTURE, dated as of December 31, 1996,
by and between

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation hereinafter sometimes called "Company" (formerly named Burlington Northern Railroad Company, which company was formerly named Burlington Northern Inc.), mortgagor in and under that certain Consolidated Mortgage of Burlington Northern Inc. dated March 2, 1970, as supplemented, ("Consolidated Mortgage") of which mortgage First Trust of New York, National Association and W. A. Johnson are Trustees, party of the first part, mortgagor,

And

FIRST TRUST OF NEW YORK, NATIONAL ASSOCIATION, a National Banking Association, organized and existing under the laws of the United States of America, (successor Corporate Trustee to Morgan Guaranty Trust Company of New York), and W. A. Johnson of St. Louis, Missouri (successor to Bartlett Ford and Jacob M. Ford, II), as Trustees, hereinafter called, when referred to jointly, the "Trustees," and, when referred to separately, the "Corporate Trustee" and the "Individual Trustee," respectively, Trustees in and under said Consolidated Mortgage, parties of the second part, Trustees,

WITNESSETH:

Whereas, Burlington Northern Inc., as mortgagor, has heretofore made, executed and delivered to Morgan Guaranty Trust Company of New York and Jacob M. Ford II, (and his successors in trust) as Trustees, its Consolidated Mortgage dated March 2, 1970, and supplemental indentures thereto dated, respectively, as of March 2, 1970, as of July 1, 1970, as of April 15, 1971, as of December 20, 1971, as of May 23, 1972, as of January 15, 1974, as of July 1, 1975, as of June 15, 1978, as of March 1, 1979, as of August 1, 1980, as of May 14, 1981, as of December 31, 1981, as of December 31, 1982, as of October 1, 1986, as of May 15, 1987, as of November 1, 1987, as of January 29, 1986, six supplemental indentures as of December 10, 1990, as of November 20, 1987, and as of September 2, 1994, under which Consolidated Mortgage Bonds of several series are outstanding,

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 by the May 14, 1981 Supplemental Indenture, Burlington Northern Railroad Company, assumed and agreed to pay, perform and observe all of the Mortgagor's covenants and conditions contained in the said Consolidated Mortgage:

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. 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 Consolidated Mortgage by The Burlington Northern and Santa Fe Railway Company, and to make this Twenty-Fifth Supplemental Indenture, when executed by the parties hereto, a valid and binding amendment to the Consolidated Mortgage, are being done, performed and completed, and the execution and delivery hereof have been in all respects duly authorized. Accordingly, by this Twenty-Fifth Supplemental Indenture, the parties desire to evidence the change of corporate name, and the continuance and affirmation by The Burlington Northern and Santa Fe Railway Company of the obligations of Burlington Northern Railroad Company under the Consolidated Mortgage.

NOW, THEREFORE, in consideration of the premises and of the sum of Ten Dollars (\$10.00) paid by the Trustees 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 affirmation, undertaking and obligation of payment, performance and observance of all of the covenants and conditions contained in the Consolidated Mortgage, the parties hereto do hereby covenant and agree as follows:

ARTICLE ONE

Affirmation by The Burlington Northern and Santa Fe Railway Company

The Burlington Northern and Santa Fe Railway Company is hereby acknowledged as the mortgagor under the Consolidated Mortgage, and as such mortgagor, The Burlington Northern and Santa Fe Railway Company in all respects ratifies, confirms and continues uninterrupted the obligations under the Consolidated Mortgage. Further The Burlington Northern and Santa Fe Railway Company hereby reaffirms its obligations to make the due and punctual payment of the principal of, premium, if any and interest on, all the Bonds, according to their tenor, and the due and punctual performance and observance of all the covenants and conditions of the Consolidated Mortgage, so that in accordance with the provisions of Section 12.01 of Article Twelve of the Consolidated Mortgage, The Burlington Northern and Santa Fe Railway Company shall 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 Consolidated Mortgage as the party of the first part thereto, and had duly executed and delivered the same.

ARTICLE TWO

Concerning the Trustees

The Trustees shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Twenty-Fifth 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 Twenty-Fifth Supplemental Indenture against the Trustees.

ARTICLE THREE

Execution in Counterparts

This Twenty-Fifth 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 Twenty-Fifth 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 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 FOUR

Construed With Mortgage

This is a Twenty-Fifth Supplemental Indenture to the Consolidated Mortgage, executed pursuant to the provisions thereof, and each and every part of this Twenty-Fifth Supplemental Indenture and each and every covenant contained herein shall be and become a part of the Consolidated Mortgage 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 Consolidated Mortgage.

IN WITNESS WHEREOF, The Burlington Northern and Santa Fe Railway Company, the party of the first part, has caused this Twenty-Fifth Supplemental Indenture to be signed and acknowledged by its Chairman of the Board or its President and Chief Executive Officer or one of its Vice Presidents, and its corporate seal to be affixed hereunto and the same to be attested by the signature of its Secretary or one of its Assistant Secretaries; and FIRST TRUST OF NEW YORK, NATIONAL ASSOCIATION, the Corporate Trustee, one of the parties of the second part, has caused this Twenty-Fifth Supplemental Indenture to be signed and acknowledged by one of its Trust Officers, and its corporate seal to be affixed hereunto and the same to be attested by the signature of its Secretary or one of its Assistant Secretaries, and W. A. JOHNSON, the

Individual Trustee, the other of the party of the second part, has hereunto set his hand, 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

(Impression 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

Madeline M. Linder

Madeline M. Linder
Attesting Witnesses

Attest:

FIRST TRUST OF NEW YORK, NATIONAL
ASSOCIATION, AS TRUSTEE

Rita Monastera
 (name typed) Rita Monastera
 (title) Assistant Secretary

By *Catherine F. Donohue*
 (name typed) Catherine F. Donohue
 (title) Vice President



Signed, sealed and acknowledged by
 First Trust of New York, National
 Association, as Trustee in the presence
 of:

Harry R. Pearson
Joseph P. O'Hara
 Attesting Witnesses

By

W. A. Johnson,
as Individual Trustee

Signed and acknowledged by
W. A. Johnson, as Individual Trustee
in the presence of:



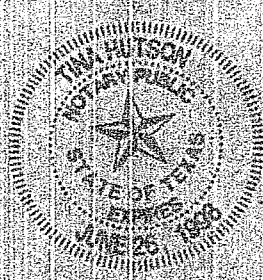
Attesting Witnesses

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, 199[8].



Tina Hutson
 Notary Public

STATE OF NEW YORK)
 CITY OF NEW YORK) ss:
 COUNTY OF RICHMOND)

On this 21st day of February, 1997, before me, Christine M. Bastone, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared Catherine F. Donohue and Alfia Monastra to me known to be a Vice President and an Assistant Secretary, respectively, of FIRST TRUST OF NEW YORK, NATIONAL ASSOCIATION, 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 Catherine F. Donohue and Alfia Monastra 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[].

Christine M. Bastone
 Notary Public

Christine M. Bastone
 Notary Public, State of New York
 No. 01BA5048106
 Qualified in Richmond County
 Commission Expires August 14, 1997

STATE OF MISSOURI)
) ss.
CITY AND COUNTY OF)
ST. LOUIS)

On this 24 day of MARCH 1997, before me personally came W. A. Johnson, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same for the uses, purposes, and consideration therein expressed.

Given under my hand and seal of office, the day and year first above written.

Annie L. Moody
Notary Public, STATE OF MISSOURI

My Commission Expires: _____

ANNIE L. MOODY
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires Jan. 3, 2001

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

W. A. Johnson, as Individual Trustee
c/o Mercantile Bank of St. Louis, N.A.
Mercantile Tower
Seventh & Washington -
St. Louis, Missouri 63101

First Trust of New York,
National Association, as Trustee
100 Wall Street, Suite 1600
New York, NY 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., MC: 0057
National Special Projects Group
Chicago, IL 60601
ATTN: Rochelle Davis

STATE OF OREGON, COUNTY OF KLAMATH: ss.

Filed for record at request of Chicago Title Ins. Co. the 3rd day
of June A.D. 1997 at 2:29 o'clock P. M. and duly recorded in Vol. 1697
of Mortgages on Page 16941

FEE \$60.00

By Rochelle G. Davis, County Clerk