

For the more convenient management of the properties and interests represented by the said pledged stock, the Northern Pacific Company and the Great Northern Company will, as soon as practicable after the deposit of said stock with the Trustee, cause to be organized a corporation, or will acquire some existing corporation, under the laws of some one or more of the states wherein the railways of the said Chicago, Burlington, and Quincy Railroad Company are located, having adequate powers to do the following, among other things:-

First- To take a lease of, and to operate, the said railways, and any extensions thereof which may hereafter be made;

Second- To acquire and hold the said pledged stock, or any interest therein which may be transferred to it;

Third- To assume the payment of the interest and principal of the said bonds for which the said stock is pledged;

Fourth- To issue its own bonds, or stock, or both for the purpose of paying off, or redeeming before maturity the said joint bonds.

Equal amounts of the stock in such leasing company shall be issued to the Northern Pacific and Great Northern Companies, for like considerations. The board of directors of the same shall consist of nine members, of whom four shall be nominated by the Northern Pacific Company, four by the Great Northern Company, and the ninth, by both said companies jointly; and, in event of disagreement thereon between said companies, by the umpire mentioned in Article III, of the principal contract.

When the said leasing company shall have been organized, a lease, or leases, shall be made to said leasing company, of all the railways owned, or otherwise controlled, by the Chicago, Burlington, and Quincy Railroad Company.

As soon as conveniently may be, after the execution of such lease or leases, the Northern Pacific Company, and the Great Northern Company, shall assign and transfer to the said leasing company, all their right, title, and interest, in the pledged stock, upon the considerations:-

First- That the leasing company shall assume the payment

[1900?]
(5) - 12 - 12

of the interest and principal of the said joint bonds;

Second- That the leasing company shall issue and transfer to the Northern Pacific Company and the Great Northern company, in equal amounts, a number of shares of stock in said leasing company, as fully paid, which shall be mutually agreed upon as representing the fair value of the right and interest so transferred.

In event of disagreement between the Northern Pacific Company, and the Great Northern Company, as to such value, the same shall be determined by the concurrence of one of said companies, and the said umpire.

James J. Hill Papers
Minnesota Historical Society