or a facsimile thereof to be affixed hereto or imprinted or engraved hereon and attested by its Secretary or an Assistant Secretary, and this Bond to be dated ....

CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY

ATTEST: By .... *President*

.... *Secretary*

ARTICLE II

REDEMPTION OF BONDS OF SERIES B

Bonds of Series B may be redeemed as a whole at any time, or in part from time to time, on any date prior to the maturity thereof, at the option of the Company, at a redemption price equal to the principal sum to be redeemed plus (i) all accrued interest on such principal sum to the date fixed for redemption, and (ii), in case of redemption prior to January 1, 1983, a premium equal to a percentage of such principal sum determined as follows:

If Redeemed During the Year	A Premium of	If Redeemed During the Year	A Premium of
1954	3 %	1969	1½%
1955	2⅞%	1970	1⅜%
1956	2¾%	1971	1¼%
1957	2⅝%	1972	1⅛%
1958	2⅝%	1973	1 %
1959	2½%	1974	⅞%
1960	2⅜%	1975	⅞%
1961	2¼%	1976	¾%
1962	2⅛%	1977	⅝%
1963	2⅛%	1978	½%
1964	2 %	1979	⅜%
1965	1⅞%	1980	¼%
1966	1¾%	1981	¼%
1967	1⅝%	1982	⅛%
1968	1½%		

The redemption of Bonds of Series B in accordance with this Article II and the procedure therefor shall be governed by the applicable provisions of Article IV of the Original Mortgage, except as otherwise specified in this Third Supplemental Indenture.

ARTICLE III

CONCERNING THE TRUSTEES

The recitals contained in this Third Supplemental Indenture and in the Bonds of Series B (except as contained in the Corporate Trustee's certificate of authentication endorsed on such Bonds) shall be taken as the statements of the Company, and the Trustees assume no responsibility for the correctness of the same. The Trustees make no representations as to the validity or sufficiency of this Third Supplemental Indenture or of the Bonds of Series B or the coupons appertaining thereto.

Except as herein otherwise provided, no duties, responsibilities or liabilities are assumed by the Trustees by reason of this Third Supplemental Indenture other than as set forth in the Mortgage; and this Third Supplemental Indenture is executed and accepted by the Trustees subject to all of the terms and conditions set forth in the Mortgage as fully to all intents as if the same were set forth herein at length.

ARTICLE IV

MISCELLANEOUS

SECTION 1. The Mortgage is hereby amended and supplemented further by adding to Section 2 of Article XVII of the Original Mortgage, immediately following clause (iv) of said Section, the following:

"provided, further, that, without the consent of the hold-