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This Ninth Supplemental Indenture, dated as of the first day of January, One Thousand Nine Hundred Sixty-eight, between **CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY**, a Delaware corporation (hereinafter referred to as the "Company"), having its principal office in the City of Chicago, State of Illinois, party of the first part, and **THE FIRST NATIONAL BANK OF CHICAGO**, a national banking association (hereinafter referred to as the "Corporate Trustee"), having its office at 38 South Dearborn Street in the City of Chicago, State of Illinois, and **JOSEPH C. WILLIAMS**, of the City of Kansas City, State of Missouri (said Corporate Trustee and Joseph C. Williams being hereinafter together referred to as the "Trustees"), parties of the second part,

WITNESSETH:

WHEREAS, the Company has executed and delivered to the Trustees an Indenture of Mortgage and Deed of Trust, dated as of January 1, 1950 (hereinafter referred to as the "Original Mortgage"), and a First Supplemental Indenture, dated as of November 1, 1952, and a Second Supplemental Indenture, dated as of January 1, 1954, and a Third Supplemental Indenture, dated as of January 1, 1954, and a Fourth Supplemental Indenture, dated as of January 1, 1957, and a Fifth Supplemental Indenture, dated as of February 1, 1958, and a Sixth Supplemental Indenture, dated as of July 1, 1958, and a Seventh Supplemental Indenture, dated as of July 1, 1962; and an Eighth Supplemental Indenture, dated as of January 1, 1967 (the Original Mortgage and the First, Second, Third, Fourth, Fifth, Sixth, Seventh and Eighth Supplemental Indentures being hereinafter referred to collectively as the "Mortgage"), to secure the Company's First Mortgage Bonds (hereinafter referred to as "Bonds"), issuable in series but not limited in aggregate principal amount except as otherwise provided in the Original Mortgage; and

WHEREAS, there have been authenticated and delivered under the Mortgage \$55,000,000 in aggregate principal amount of the Company's First Mortgage 2 $\frac{3}{8}$ % Bonds, Series A, due January 1, 1980, of which \$32,739,000 principal amount are Outstanding under the Mortgage; \$16,000,000 in aggregate principal amount of the Com-