

16

firm or corporation other than the parties hereto and the holders from time to time of the Bonds or coupons issued under the Mortgage any security, right, remedy or claim, legal or equitable, under or by reason of this Ninth Supplemental Indenture or under or by reason of any covenant, condition or provision herein contained; and this Ninth Supplemental Indenture and all covenants, conditions and provisions herein contained are and shall be held to be for the sole and exclusive benefit of the parties hereto and the holders from time to time of the Bonds and coupons issued under the Mortgage and secured thereby.

SECTION 3. All covenants, promises and agreements in this Ninth Supplemental Indenture contained by or on behalf of the Company shall bind its successors and assigns whether so expressed or not.

SECTION 4. This Ninth Supplemental Indenture may be executed in any number of counterparts, each of which shall be an original; but such counterparts shall together constitute but one and the same instrument.

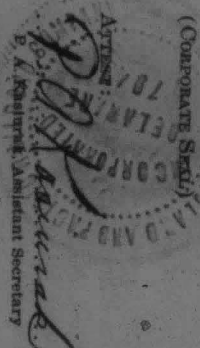
SECTION 5. This Ninth Supplemental Indenture is dated as of January 1, 1968, although executed and delivered on the date of the acknowledgment hereof by the Corporate Trustee.

IN WITNESS WHEREOF, CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY, the party of the first part, has caused this Ninth Supplemental Indenture to be signed and acknowledged by its President or one of its Vice Presidents, and its corporate seal to be affixed hereto, and the same to be attested by its Secretary or its Assistant Secretary; THE FIRST NATIONAL BANK OF CHICAGO, one of the parties of the second part, has caused this Ninth Supplemental Indenture to be signed and acknowledged by one of its Vice Presidents and its corporate seal to be affixed hereto and the same to be attested by one of its Trust Officers; and JOSEPH C. WILLIAMS, one of the parties of the second part, has hereto set his hand and seal. Executed and delivered in the City of Chicago, State of Illinois, as of the first day of January, 1968.

CHICAGO, ROCK ISLAND AND
PACIFIC RAILROAD COMPANY

William J. Dixon
William J. Dixon, Vice President

17



In the presence of

L. H. Harkley
L. H. Harkley
Rosemary Burns
Rosemary Burns

THE FIRST NATIONAL BANK OF CHICAGO

A. J. HURT
A. J. HURT, Vice President

(CORPORATE SEAL)

ATTEST:

A. R. MENARD
A. R. Menard, Trust Officer

In the presence of

S. J. Cochran
S. J. Cochran
R. E. Hansen
R. E. Hansen

JOSEPH C. WILLIAMS
Joseph C. Williams (L.S.)

In the presence of

Richard A. Wallace
Richard A. Wallace
William J. Dixon
William J. Dixon