

tached and marked "Exhibit B"; and

Whereas, Frank N. B. Close has executed a written acceptance of such trusteeship, which is hereto attached and made a part hereof, and marked "Exhibit C";

Now, Therefore, in consideration of the premises and of One Dollar to me in hand paid, receipt whereof is hereby acknowledged, I, Benjamin Strong, Jr., the individual of the General Gold Bond mortgage, do hereby grant, bargain, sell, release, convey, assign, transfer, pledge and set over unto said Frank N. B. Close, and his successor or successors under said General Gold Bond mortgage, all my estate, properties, rights powers and trusts as such individual Trustee.

To Have and To Hold the same unto the said Frank. N. B. Close, his successor or successors, in trust, as aforesaid,

This instrument has been simultaneously executed in ten counterparts, each of which as executed shall be deemed to be the original, and such counterparts shall together constitute but one and the same instrument.

In Witness Whereof, I, have hereunto set my hand and affixed my seal this 30th day of November 1914.

Signed, sealed and delivered by)

Benjamin Strong, Jr., in the )

presence of:

R. H. Giles

Benjamin Strong, Jr., (L.S.)

Henry B. Stimson

State of New York, County of New York, SS.

Before me, Isaac Michaels, a Notary Public in and for the State and County aforesaid, personally appeared the within named Benjamin Strong, Jr., to me known and known to me to be the individual described in and who executed the same for the purposes therein contained. Dec. 1 - 1914

(SEAL)

I. Michaels,

Notary Public, New York County, N.Y. No 2429

(10 Cent Rev. Stamp) My commission expires March 30, 1916. Register's No. 6068

State of New York, County of New York, SS.

No. 15665

I, William F. Schneider, Clerk of the County of New York, and also Clerk of the Supreme Court for the said County, the same being a Court of record, do hereby Certify, That I. Michaels whose name is subscribed to the certificate of the proof or acknowledgment of the annexed instrument, and thereon written, was, at the time of taking such proof or acknowledgment, a Notary Public in and for the County of New York, dwelling in the said County, commissioned and sworn, and duly authorized to take the same. And further that I am well acquainted with the handwriting of such Notary, and verily believe that the signature to the said certificate of proof or acknowledgment is genuine.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of said Court and County, the 3 day of Dec, 1914..

(10 cent Rev. Stamp) (SEAL)

W. F. Schneider, Clerk.

Exhibit "A"

Resolution.

Whereas, Benjamin Strong, Jr., has requested that by reason of his recent appointment as Governor of the Federal reserve Bank of New York, he be relieved from the duties and obligations pertaining to his office as one of the Trustees of the General Gold Bond Mortgage of this Company, dated January 1, 1898, and of which he and Bankers Trust Company are successor Trustees, and that he be removed from such office; and Whereas, The Chicago, Rock Island and Pacific railway Company is willing to accede to his request and to appoint another personal Trustee as successor to him in that office; Now, Therefore, Resolved that the officers of the Company be and they hereby are authorized, empowered and directed upon the part of the Railway Company, to execute an instrument in writing removing said Benjamin Strong, Jr., as personal Trustee, under the General Gold Bond Mortgage of the Railway Company, dated January 1, 1898, and to give notice thereof to Bankers Trust Company, Trustee, such removal to be effective December 1, 1914.

I, J. J. Quinlan, an Assistant Secretary of The Chicago, Rock Island and Pacific Railway Company, do hereby certify that the foregoing is a true, full and complete copy of a resolution duly and unanimously adopted by the Board of Directors thereof, at a meeting of said Board duly and regularly held on the 4th day of November 1914, at which a quorum was present.

Witness my hand and the seal of said The Chicago, Rock Island Railway Company on the 30th day of November, 1914.

(Corporate Seal)

J. J. Quinlan, Assistant Secretary.

Instrument.

Whereas, Benjamin Strong, Jr., has requested that, by reason of his recent appointment as Governor of the Federal Reserve Bank of New York, he be relieved of the duties and obligations pertaining to his office as one of the Trustees of the General Gold Bond Mortgage of The Chicago, Rock Island and Pacific Railway Company, dated January 1, 1898, of which he and Bankers Trust Company are successor trustees, and that he be removed from such office; and

Whereas, The Chicago, Rock Island and Pacific Railway Company is willing to accede to his request and to appoint another trustee as successor to him in that capacity, and has by order of its Board of Directors authorized, empowered and directed its officers on its behalf to execute an instrument in writing removing him as such trustee.

Now Therefore, The Chicago, Rock Island and Pacific Railway Company, by J. J. Quinlan, a Vice-President, and F. A. Smith, an Assistant Secretary, hereby removes said Benjamin Strong, Jr., as personal trustee under the General Gold Bond mortgage of the railway Company, dated January 1, 1898, such removal to be effective, December 1, 1914. Dated, New York, November 30th, 1914.

The Chicago, Rock Island and Pacific Railway Company

(Corporate Seal)

By J. J. Quinlan, Vice-President.

Attest: F. A. Smith, Assistant Secretary.