

"Exhibit B"
Resolution.

Whereas, there is a vacancy in the office of Trustee under the General Gold Bond Mortgage of this Company, dated January 1, 1898, and it is desired to appoint a successor Trustee to fill such vacancy until a new Trustee shall be appointed by the bondholders as authorized by Section 3 of Article Seven of such General Gold Bond Mortgage;

Now, therefore, Resolved, that Frank N. B. Close, of the Borough of Cranford, County of Union and State of New Jersey, be and he hereby is appointed, effective December 1, 1914, individual Trustee under the General Gold Bond Mortgage, of this Company, dated January 1, 1898, to fill the vacancy caused by the removal of Benjamin Strong, Jr., as such trustee, and that the form of the instrument appointing said Frank N. B. Close such successor Trustee be and it hereby is in all respects approved and authorized. Such instrument is in the following form:

Whereas, under date of January 1, 1898, The Chicago, Rock Island and Pacific Railway Company made, executed and delivered to Central Trust Company of New York and George Sherman, as Trustees, its General Gold Bond mortgage to secure an authorized principal amount of not to exceed One Hundred Million (\$100,000,000) Dollars of General Gold Bonds of said Railway Company; and

Whereas, the Central Trust Company of New York and George Sherman did on or about the 21st day of November, 1904, resign as Trustees under said General Gold Bond Mortgage, and the said The Chicago, Rock Island and Pacific Railway Company did thereupon appoint Bankers Trust Company and Benjamin Strong, Jr., as successor Trustees of said General Gold Bond Mortgage; and

Whereas, said Benjamin Strong, Jr., has requested to be and has been removed as Trustee under said General Gold Bond Mortgage, pursuant to Section 2 of Article Seven of said mortgage; and

Whereas, pursuant to Section 3 of said Article Seven of said General Gold Bond Mortgage, the Railway Company, in case at any time there is a vacancy in the office of trustee thereunder, is authorized, by an instrument executed by an order of its Board of Directors or executive Committee to appoint a trustee to fill such vacancy until a new Trustee shall be appointed by the bondholders, as therein authorized;

Now, Therefore, Resolved, that said Frank N. B. Close be and he is hereby appointed as individual Trustee under said General Gold Bond Mortgage of The Chicago, Rock Island and Pacific Railway Company, in succession to said Benjamin Strong, Jr., who, at his request, has been removed as individual Trustee under said mortgage. and

Further resolved, that the proper officers of this Company be and they are hereby authorized and directed to execute said instrument of appointment on behalf of this Company, and that the officers be and they are hereby directed to publish a notice of such appointment once a week for six successive weeks beginning December 1, 1914, in a newspaper published in the City of New York, New York, and a newspaper published in the City of Chicago, Illinois, and that the proper officers of this Company be and they are hereby authorized and directed to take such other action as may be necessary or proper in order to carry said appointment fully into effect.

I, J. J. Quinlan, 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 resolutions 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 seal of the said The Chicago, Rock Island and Pacific Railway Company on the 30th day of November, 1914.

(Corporate Seal)

J. J. Quinlan, Assistant Secretary.
Instrument.

Whereas, under date of January 1, 1898, the Chicago, Rock Island and Pacific railway Company made, executed and delivered to Central Trust Company of New York and George Sherman, as Trustees, its General Gold Bond Mortgage to secure an authorized principal amount of not to exceed One Hundred Million Dollars (\$100,000,000) of General Gold Bonds of said Railway Company; and

Whereas, the Central Trust Company of New York and George Sherman did on or about the 21st day of November 1904, resign as trustees under said General Gold Bond Mortgage, and said The Chicago, Rock Island and Pacific Railway Company did thereupon appoint Bankers Trust Company and Benjamin Strong, Jr., as successor trustees of said General Gold Bond Mortgage; and

Whereas, said Benjamin Strong, Jr., has requested to be and has been removed as Trustee under said General Gold Bond mortgage, pursuant to Section 2 of Article Seven of said mortgage; and

Whereas, pursuant to Section 3 of said Article Seven of said General Gold Bond Mortgage, the Railway Company, in case at any time there is a vacancy in the office of Trustee thereunder, is authorized by an instrument executed by an order of its Board of Directors or Executive Committee to appoint a Trustee to fill such vacancy until a new trustee shall be appointed by the bondholders, as therein authorized;

Now, Therefore, Resolved, that Frank N. B. Close be and he is hereby appointed as individual Trustee under said General Gold Bond Mortgage of The Chicago, Rock Island and Pacific Railway Company, in succession to said Benjamin Strong, Jr., who at his request, has been removed as individual Trustee under said mortgage.

In Witness Whereof The Chicago, Rock Island and Pacific Railway company has caused these presents to be signed on its behalf by J. J. Quinlan, one of its Vice-presidents, and its corporate seal to be hereunto affixed by F. A. Smith, one of its Assistant Secretaries, this 30th day of November, 1914.

The Chicago, Rock Island and Pacific Railway Company

(Corporate Seal)

Attest: F. A. Smith, Assistant Secretary.

Exhibit "C".

Acceptance

By J. J. Quinlan, Vice-president

Know all Men By These Presents, That I, Frank N. B. Close, of the Borough of Cranford,