

Article XIX  
Sections 1, 2 and 3

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# ARTICLE XIX MISCELLANEOUS

SECTION 1. The same officer or officers of the Company, or the same engineer, accountant or counsel or other person, as the case may be, need not certify to all the matters required to be certified under the provisions of any Article or Section of the Mortgage, but different officers, engineers, accountants, counsel or other persons may certify to different matters respectively.

SECTION 2. Each Officers' Certificate or Opinion of Counsel required to be given responsive to a specified condition or covenant provided for in the Mortgage shall include: (i) a statement that the person making such certificate or giving such opinion has read such covenant or condition; (ii) a statement that, in the opinion of such person, he has made such examination or investigation as is necessary to enable him to express an informed opinion as to whether or not such covenant or condition has been complied with; and (iii) a statement as to whether or not, in the opinion of such person, such condition or covenant has been complied with.

SECTION 3. Except as otherwise expressly provided herein, nothing in the Mortgage or in any of the Bonds or coupons, express or implied, is intended or shall be construed to confer upon or give to any person, 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 the Mortgage, or under or by reason of any covenant, condition or stipulation herein contained; and the Mortgage 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 hereunder.

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In the City of Chicago, State of Illinois, as of the first day of

January, 1948

CHICAGO, ROCK ISLAND AND PACIFIC  
RAILROAD COMPANY

By W. J. CEDL  
President

Attest:

W. J. CEDL  
Secretary

In the presence of

W. J. CEDL  
W. J. CEDL

THE FIRST NATIONAL BANK OF CHICAGO

By W. J. CEDL  
Vice President

Attest:

W. J. CEDL  
Assistant Secretary

In the presence of

W. J. CEDL  
W. J. CEDL  
W. J. CEDL (U.S.)

In the presence of

W. J. CEDL  
W. J. CEDL

Article XIX  
Sections 4, 5 and 6

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SECTION 4. The Company shall be entitled to obtain from the Corporate Trustee from time to time such certificates and statements of the latter as to matters related to the Mortgage which are within its knowledge as the Company shall find it necessary or advisable to file with the corporate trustee of the General Mortgage for any of the purposes thereof.

SECTION 5. The Mortgage 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 6. The Mortgage shall be effective by order of the Court in the reorganization proceedings heretofore mentioned as of 12:01 A. M., Central Standard Time, on January 1, 1948, 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 the Mortgage 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, to evidence its acceptance of the trust hereby created, has caused the Mortgage 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 Assistant Secretaries; and JOSEPH C. WILLIAMS, one of the parties of the second part, to evidence his acceptance of the trust hereby created, has hereto set his hand and seal. Executed and delivered

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STATE OF ILLINOIS  
County of Cook

BE IT REMEMBERED and I do hereby certify that on this

day of January, in the year 1948, before me,  
W. J. CEDL, the undersigned officer, a Notary Public in and for the State and County aforesaid, personally

appeared W. J. CEDL and W. J. CEDL, to me personally known and known to me to be

President and Secretary, respectively, of Chicago, Rock Island and Pacific Railroad Company, the corporation described in

and which executed the foregoing instrument, and personally known to me to be the identical persons whose names are

subscribed to and who executed the foregoing instrument on behalf of said corporation, who, being by me duly sworn

according to law, on their oaths did severally depose, say and acknowledge to me that they are

President and Secretary, respectively, of said Chicago, Rock Island and Pacific Railroad Company, that they well know the seal of said

corporation that the seal affixed to the foregoing instrument is the corporate seal of said corporation and was affixed

thereto by authority of its Board of Directors; and that said instrument was signed, sealed and executed by them in the

name and on behalf of said corporation by like authority; and said W. J. CEDL and W. J. CEDL severally

acknowledged to me that they, being thereto duly authorized so to do, signed, sealed with the corporate seal, executed and

delivered said instrument in the name and on behalf of said corporation as their free and voluntary act and deed as such

President and Secretary, respectively, and by authority of the Board of Directors of said corporation, and that said instrument was voluntarily executed by said