

EXECUTED IN 260 COUNTERPARTS
OF WHICH THIS IS NO. 147

GENERAL MORTGAGE

CHICAGO, ROCK ISLAND AND PACIFIC
RAILROAD COMPANY

TO

THE NORTHERN TRUST COMPANY

AND

GALE F. JOHNSTON

TRUSTEE

REISTRATION NO. 137762

DATE 12-15-1948

FILED JAN 13 1949 10 20 AM

STATE OF MISSOURI, COUNTY OF ST. LOUIS

470

DATED AS OF JANUARY 1, 1948

34455

This Indenture of Mortgage and Deed of Trust dated as of the first day of January, One Thousand Nine Hundred Forty-eight (hereinafter referred to as the "Mortgage"), 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 NORTHERN TRUST COMPANY, an Illinois corporation, having its office at 50 South LaSalle Street in the City of Chicago, State of Illinois, and GALE F. JOHNSTON, of the City of St. Louis, State of Missouri (hereinafter together referred to as the "Trustee"), parties of the second part,

WITNESSETH:

WHEREAS, the Company is a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, the Company is authorized in order to carry out a certain plan of reorganization certified by order of the Interstate Commerce Commission dated May 1, 1944, in proceedings entitled "Chicago, Rock Island and Pacific Railway Company Reorganization, Finance Docket No. 10028," and confirmed by order of the District Court of the United States for the Northern District of Illinois, Eastern Division, entered May 22, 1947, in proceedings for the reorganization of a railroad, under Section 77 of the Bankruptcy Act, entitled "In the Matter of The Chicago, Rock Island and Pacific Railway Company, Debtor, No. 53209" (said plan as so confirmed being hereinafter referred to as the "Plan" and the debtor in said proceedings being hereinafter referred to as the "Debtor"), and said order of confirmation has become final in all respects; and

WHEREAS, pursuant to the Plan and the order of the Court directing consummation of the Plan, the Company now owns