EXECUTED IN 255 COUNTERPARTS
OF WHICH THIS IS NO. 126

FIRST SUPPLEMENTAL INDENTURE

CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY

TO

THE FIRST NATIONAL BANK OF CHICAGO

AND

JOSEPH C. WILLIAMS
TRUSTEES

DATED AS OF DECEMBER 1, 1949

CREATING FIRST MORTGAGE 3¾% BONDS,
SERIES B, DUE JANUARY 1, 1955

SUPPLEMENTING AND AMENDING FIRST MORTGAGE
DATED AS OF JANUARY 1, 1948

THE TWENTIETH CENTURY PRESS, INC., CHICAGO

THIS FIRST SUPPLEMENTAL INDENTURE, dated as of the first day of December, One Thousand Nine Hundred Forty-nine, 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 FIRST NATIONAL BANK OF CHICAGO, a national banking association (hereinafter referred to as the "Corporate Trustee"), having its office at 38 South Dearborn Street in the City of Chicago, State of Illinois, and JOSEPH C. WILLIAMS, of the City of Kansas City, State of Missouri (said Corporate Trustee and Joseph C. Williams being hereinafter together referred to as the "Trustees"), parties of the second part,

WITNESSETH:

WHEREAS, the Company has executed and delivered to the Trustees an Indenture of Mortgage and Deed of Trust (hereinafter referred to as the "Mortgage"), dated as of January 1, 1948, to secure the Company's First Mortgage Bonds (hereinafter referred to as "Bonds"), issuable in series but not limited in aggregate principal amount except as therein otherwise provided; and

WHEREAS, there have been authenticated and delivered under the Mortgage $30,917,000 in aggregate principal amount of the Company's First Mortgage 4% Bonds, Series A, due January 1, 1994 (hereinafter referred to as the "Bonds of Series A"), of which $5,157,000 in aggregate principal amount have been heretofore cancelled and retired, and $25,760,000 in aggregate principal amount are now outstanding under the Mortgage; and

WHEREAS, the Company desires to make provision to refund and retire all of the Bonds of Series A now outstanding under the Mortgage, all of which have been called for redemption on January 1, 1950, and to that end desires by this First Supplemental Indenture to create a new series of Bonds to be issued thereunder, to set forth the terms and provisions of such new