SECTION 5. This First Supplemental Indenture is dated as of December 1, 1949, 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 this First Supplemental Indenture 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, has caused this First Supplemental Indenture 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, has hereto set his hand and seal. Executed and delivered in the City of Chicago, State of Illinois, as of the first day of December, 1949.

CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY

By ..... President

(CORPORATE SEAL)

ATTEST:

..... Secretary

In the presence of

.....

.....

THE FIRST NATIONAL BANK OF CHICAGO

By ..... Vice President

(CORPORATE SEAL)

ATTEST:

..... Assistant Secretary

In the presence of

.....

.....

..... (L.S.)

In the presence of

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