#1103

C.B.& Q. R.R. Company) Filed for Record Nov. 22nd A.D. 1911 at 3.30 o'clock P.M.
to) Power of Attorney(George Hill Recorder.
Central Trust Co. of New York) By Daisy Hill Deputy.

OLIVER M. SPENCER, Trustee
to
Central Trust Company of New York.

KNOW ALL MEN BY THESE PRESENTS: That I, Oliver M. Spencer, one of the trustees named in a certain mortgage or deed of trust by the Chicago, Burlington & Quincy Railroad Company to Central Trust Company of New York, and Oliver M. Spencer as trustee, to secure an issue of Three Hundred Million Dollars ($300,000,000) of bonds, dated March 2nd,1908, have made, constituted and appointed, and by these presents do make, constitute and appoint the Central Trust Company of New York my true and lawful attorney for me as such trustee and in my name, place and stead to make, execute and deliver any release requested, desired or authorized by the provisions of said mortgage, the execution of which the Central Trust Company of New York as trustee recommends, or in which it is joined; to approve any agreement or indenture executed by any successor corporation to the Railroad Company, or corporation into which the Railroad Company may be merged, assuming punctual payment of principal and interest on the bonds issued under the said mortgage, and the performance of all covenants and conditions contained therein; whenever the trustees are authorized so to do, by the provisions of said mortgage, to enter upon the mortgaged property and premises, to institute and conduct any and all proceedings necessary or desirable, to sell the mortgaged property and premises, to purchase the mortgaged property and premises at any sale thereof, to institute and conduct any and all proceedings for the enforcement of the provisions of said mortgage, which, in its judgment, shall be either necessary, desirable or requisite; to declare the principal of the bonds issued and outstanding under said mortgage, forthwith due and payable and to give any and all notices, and take any and all action in respect to such declaration as it may deem advisable; to discontinue any action, actions or proceedings which may have been commenced, to enforce the mortgaged security, to restore the mortgaged property and premises to the mortgagor, if it considers such restoration proper, to accept surrender of the mortgaged property and premises from the mortgagor, though it may not be in default under provisions of the said mortgage; to pay over to the mortgagor or its nominees, all dividends received or interest collected upon any securities pledged under said mortgage, to make, execute and deliver all dividend orders and proxies in respect to the pledged securities, to do whatever may be, in its opinion, desirable to accomplish the proper enforcement of the pledged securities, to consent to the transfer and delivery of any registered bonds, and the assignment and delivery of any shares of stock pledged under said mortgage, and further to do all things which, in its opinion, are desirable to maintain or preserve the corporate existence of any of the corporations whose securities are pledged under said mortgage; to enforce the lien of any of the pledged securities by virtue of judicial proceedings or otherwise; to purchase at any sale the property of corporations whose securities are pledged under said mortgage, to apply pledged securities on account of the purchase price, and to take all steps which, in its opinion, are best calculated to the interest of the bondholders in respect to the pledged securities; to approve of the terms of any consolidation or merger between any of the corporations whose securities are pledged under said mortgage, or the sale of their property to the mortgagor; to consent to the extension or renewal of any of the pledged securities, and to do everything desirable or necessary to make such extension or renewal effective; to apply all moneys received on account of the principal of the pledged securities in accordance with the provisions of said mortgage, to release any or any part of the pledged securities upon proper application therefor, and, in general, to do any and all acts authorized by, or which may be requisite or desirable, under the provisions of said mortgage or deed of trust, and further to take any action which may be requested in writing by said Central Trust Company of New York as trustee under said mortgage, giving and granting unto my said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully to all intents and purposes as I might or could do if personally present, with full power of substitution and ratification, hereby ratifying and confirming all that my said attorney or its substitute shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 30th day of Oct. in the year one thousand nine hundred and eleven.

Oliver M. Spencer.

State of Missouri, County of Buchanan, SS:

Be it known that on the 30th day of October, 1911, before me, Rudolf Phildius a Notary Public in and for said County and State, duly commissioned and sworn, personally came and appeared Oliver M. Spencer, to me personally known, and known to me to be the same person described in and who executed the above power of attorney, and who acknowledged the above power of attorney to be his free act and deed.
IN TESTIMONY WHEREOF, I have subscribed my hand and affixed my seal of office the day and year last above written. My Commission expires August 31st, 1912.

NOTARIAL SEAL

Rudolf Phildius.
Notary Public in and for Buchanan County, Missouri.