

Denver Pacific Railway and Telegraph Company, and the Union Pacific Railroad Company, party of the second part, and Jay Gould and Russell Sage of the City County and State of New York, as Trustees of a certain Indenture of Mortgage or Deed of Trust made and executed by the Kansas Pacific Railway Company on or about May 1st 1879, parties of the third part.

Whereas heretofore and on or about the 25th day of June, A.D. 1868, a certain contract was made and entered into by and between the Kansas Pacific Railway Company under its former name of the Union Pacific Railway Company, Eastern Division, and the National Land Company, for the sale and conveyance of certain lands, town lots and real property therein mentioned or referred to, which said contract and the transactions and conveyances had thereunder by and between the parties thereto, have been annulled, abrogated and set aside so far forth as the said parties thereto have the capacity so to do.

And whereas all of the shares of the capital stock of the party of the first part, are now owned and held by the parties of the second and third parts hereto.

And whereas a certain suit or action was heretofore brought by the parties of the third part hereto against the parties of the first and second parts hereto, and other defendants, in which said suit or action there was a controversy between the parties of the third part hereto, and the parties of the first and second parts hereto, which said controversy has been adjusted and determined by and between the parties to this Indenture upon substantially the following basis, to wit; the party of the second part hereto to receive in cash out of the assets of the party of the first part, a sum of money sufficient to reimburse it for the actual expenditures made and incurred in and about the acquisition by it of the shares of the Capital Stock of the party of the first part, together with interest and counsel fees in said suit, and thereupon that the parties of the third part hereto shall receive and hold all the lands, town lots or other real estate, now owned by the party of the first part, together with all other, the assets of every nature and description of the party of the first part and also all shares of the capital stock of the party of the first part now owned by the party of the second part, but as Trustees and upon the trust set forth and contained in the Indenture of Mortgage or Deed of Trust above referred to made by the Kansas Pacific Railway Company to the parties of the third part hereto as such Trustees.

Now This Indenture, Witnesseth: That in consideration of the foregoing and for other good and valuable considerations to them moving, the parties of the first and second parts respectively, grant, bargain, sell, convey, transfer, and assign, and by these presents grant, bargain, sell, convey, transfer and assign unto the parties of the third part hereto, Trustees as aforesaid, and to their heirs, executors, administrators, assigns and lawful successors as such Trustees, all and singular the lands, town lots, and real property of every