

1. A main line of railway extending from Arkansas-Indian Territory line, to Elk City, Roger Mills County, Oklahoma Territory----- 325.14 miles.
2. A branch line extending from Tecumseh, Pottawatomie County, Oklahoma Territory, to Asher in said County----- 25.41 miles.
3. A branch line extending from Wilburton, Indian Territory, to Haileyville, Indian Territory----- 22.34 miles.
4. Spurs and branches to coal mines----- 17.49 miles.

(b) *Railways subject only (A) to the lien of the mortgage of the Choctaw and Memphis Railroad Company to the Girard Life Insurance, Annuity and Trust Company of Philadelphia, as Trustee, dated January 2, 1899, securing \$3,525,000 five per cent. bonds, all outstanding, maturing January 1, 1949; and (B) to the lien of said Consolidated Mortgage of Choctaw, Oklahoma and Gulf Railroad Company:*

1. A main line of railway extending from a point on the west bank of the Mississippi River at or near Hopefield, Crittenden County, Arkansas, to the Arkansas-Indian Territory line----- 282.34 miles.

The railway bridge across the Arkansas River at Little Rock, included in said line last described, is further subject, as a first lien thereon, to the mortgage of the Little Rock Bridge Company to Girard Trust Company, as Trustee, dated June 29, 1899, securing an issue of six per cent. bonds, maturing July 1, 1919, in an aggregate sum of \$355,000 now outstanding.

2. The railway tracks, terminals, property and appurtenances of said Choctaw, Oklahoma and Gulf Railroad Company in the City of Memphis, Tennessee, together with all ferries, inclines and other facilities for crossing the Mississippi River at said point.

(c) *Railways subject only to the lien of said Consolidated Mortgage of Choctaw, Oklahoma and Gulf Railroad Company:*

1. An extension of the main line aforesaid from Elk City, Oklahoma Territory, to a point of connection with the railway formerly of The Choctaw, Oklahoma and Texas Railroad Company (now of The Chicago, Rock Island and Gulf Railway Company), near Texola, on the boundary line between the Territory of Oklahoma and the State of Texas----- 40.02 miles.
2. A branch line extending from Haileyville Junction, Indian Territory, to Ardmore, Indian Territory----- 117.65 miles.
3. A branch line extending from Geary, Blaine County, Oklahoma Territory, to Anthony, Harper County, Kansas----- 121.04 miles.
4. A branch line extending from Ingersoll, Woods County, Oklahoma, to Alva, in said County----- 15.56 miles.
5. A branch line extending from Hot Springs, Arkansas, to Benton, Arkansas, including the right of the Railway Company to the use of the railway of the Little Rock, Hot Springs and Western Railroad Company from Benton, Arkansas, to Little Rock, Arkansas----- 56.94 miles.
6. A branch line extending from Butterfield, Arkansas, to Malvern, Arkansas----- 5.27 miles.

(d) *The leasehold interest of the Choctaw, Oklahoma and Gulf Railroad Company in and to the railways, equipment, franchises, income and appurtenances, of the White and Black River Valley Railway Company, held under lease thereof expiring July 1, 1980:*

1. A main line of railway extending from Brinkley, Monroe County, Arkansas, to Jacksonport, Jackson County, Arkansas----- 56.30 miles.

2. A branch line extending from Wiville, Woodruff County, Arkansas, to Gregory, in said County----- 5.96 miles.

VII. Rolling stock and equipment upon which this mortgage is a first lien:

309 locomotives (including 10 to be delivered about July 1, 1904); 26 coaches; 14 chair cars; 25 baggage cars; 18 baggage and mail cars; 11 dining cars; 4 café observation cars; 12 postal cars; 5 official cars; 4 horse cars; 2,890 box cars; 500 furniture cars; 950 stock cars; 330 flat cars; 100 refrigerator cars; 56 caboose cars; 545 ballast cars; 13 ballast plows; 1 pile driver; 6 cranes; 4 steam shovels.

VIII. Appurtenances of the above-described railways, subject, as to the portions thereof embraced therein, respectively, to the above-mentioned mortgages:

All telegraph and telephone lines, including all poles, wires and instruments, all rights of way, station and depot grounds, all tunnels, roadbeds, spurs, double tracks, turnouts, switches, sidings and turntables, all superstructures, bridges, stringers, ties, rails, frogs, chairs, bolts, splices and other railroad appurtenances, all terminals and terminal properties, docks, wharves, ferries, landings and boats, all station houses, warehouses, freight houses, engine houses, car houses, water stations, water tanks, water supply, machine shops and other structures, all engines, tenders, cars and other rolling stock and equipment, all furniture, machinery, tools, implements, materials and supplies, and all other property, real, personal and mixed, appurtenant to any of said lines of railway and branches

above described, and all tolls, revenues, earnings, income, rents, issues and profits thereof, and also all the estate, right, title, interest, property, possession, claim and demand whatsoever, as well in law as in equity, of the Railway Company of, in and to the said railways, branches, premises and property, and every part and parcel thereof, with the appurtenances and the franchises appertaining or hereafter to appertain thereto.

SECOND. Any and all lines of railway, extensions and branches, telegraph and telephone lines and lines of water transportation, including the franchises appurtenant thereto, and any and all terminal properties, depots, shops, machinery, tools, docks, wharves, ferries, landings, boats, rolling stock and other equipment, and any and all bonds, stocks and other property of every kind or description (notwithstanding that the same are not now particularly set forth in this indenture), which, from time to time, in the manner hereinafter provided, shall be purchased, acquired or constructed by the use of any of the bonds secured by this indenture except bonds issued or to be issued under the provisions of sections 2 and 3, or either of them, of Article One of this indenture; together with all and singular the franchises, rights and privileges appurtenant to or used in connection with such lines of railway, extensions, branches, telegraph and telephone lines and lines of water transportation, and any and all the rents, issues, profits, tolls and other income thereof.

THIRD. Any and all additions, improvements and betterments now or hereafter acquired or constructed to or upon or in connection with any and all lines of railway, extensions, branches, telegraph and telephone lines and lines of water transportation now or at any time hereafter subject to this indenture, any and all property, real or personal, of every kind and description, acquired for use upon, or in connection with, or for the purpose of, such lines of railway, extensions or branches, telegraph and telephone lines and lines of water transportation; and any and all corporate rights, privileges and franchises which the Railway Company now has, or hereafter may or shall acquire, possess or