

Indenture, made this 12th day of December, in the year one thousand eight hundred and ninety five, between The Atchison, Topeka and Santa Fe Railway Company, a corporation organized December 12th, 1875, and existing under the laws of the State of Kansas (hereinafter termed the "Railway Company"), party of the first part, and the Central Trust Company of New York, a corporation created and existing under the laws of the State of New York (hereinafter termed the "Trustee") party of the second part. Whereas, the Atchison, Topeka and Santa Fe Railroad Company, a corporation duly created under an act of the legislature of the Territory of Kansas approved February 11, 1859, executed its certain General Mortgage or deed of trust, dated the 15th day of October, in the year one thousand eight hundred and eighty nine, and thereby mortgaged its railroad and appurtenances and the franchises thereunto pertaining, and the several stocks and bonds in said mortgage or deed of trust described, to secure certain Four per cent. General Mortgage Gold Bonds and certain Five per cent. Income Gold Bonds of said Atchison, Topeka and Santa Fe Railroad Company, issued under said mortgage or deed of trust; and default having been made in the payment of the interest which became due upon said Four per cent. General Mortgage Gold Bonds, and the conditions of said mortgage having been broken, such proceedings were thereupon had that said mortgage was foreclosed and the railroad, franchises and other properties covered thereby were sold by John B. Johnson, as Special Master, pursuant to a judgment or decree of the Circuit Court of the United States for the District of Kansas, made and entered on the 27th day of August, 1895, in a certain consolidated cause therein pending wherein said Union Trust Company of New York was a complainant and said Atchison, Topeka and Santa Fe Railroad Company was a defendant. And whereas, such further proceedings were had in said consolidated cause, that the said sale was duly confirmed, and the said railroad, franchises and other properties of said Atchison, Topeka and Santa Fe Railroad Company, in pursuance of said decree and of the orders of said Court made thereon, were, by deed dated December 11th, 1895, executed by said John B. Johnson, Special Master as aforesaid, conveyed to the purchasers at said sale, who thereby acquired title thereto; and the said purchasers at said sale and their associates thereupon organized The Atchison, Topeka and Santa Fe Railway Company, the party of the first part hereto, as a new corporation under and in pursuance of the laws of the State of Kansas; and whereas, the said purchasers by deed of even date herewith, to which reference is hereby had, sold and conveyed the said railroad, franchises and other properties to the Railway Company, party of the first part hereto, and in consideration thereof the Railway Company agreed, among other