

holders of the entire capital stock of the Company being present in person or by proxy, a resolution was unanimously adopted, approving, ratifying and confirming the action of the Board of Directors in making provision for the issue of said Railway Company's bonds to the amount of \$10,000,000, and the making of a mortgage to secure the same; and

Whereas, said bonds have never been issued and the stockholders of said Railway Company at a meeting duly and regularly called and held at the office of said Company on the 19th day of August, 1908, unanimously adopted a resolution that in lieu of such proposed issue the bonds of this Company to the amount of Twelve Million Dollars be issued for the like purpose and to be secured by a like mortgage, and

Whereas, in pursuance of the authority vested in said Railway Company by law and by the terms of its charter, the said Kansas City and Kansas Southwestern Railway Company at a meeting duly called and held at its office in said City of Kansas City, Kansas, on the 19th day of August, 1908, at which all of the members were present, unanimously adopted the following preamble and resolutions:

Whereas, at said meeting of the stockholders of this Company held on the 19th day of August, 1908, a resolution was adopted directing that in lieu of the Ten Million Dollars in the bonds of this Company heretofore authorized and directed by this Company, Twelve Million Dollars in the bonds of this Company be issued in the denomination of One Hundred Dollars each, having forty years to run, bearing interest at the rate of five per cent. per annum, payable at such place as the Directors might direct, said bonds to be numbered from No. 1 to No. 120,000, both numbers inclusive, and that to secure the payment of the same the Directors of this Company were authorized to secure said bonds by the execution of a mortgage to such Trustee as they might designate a mortgage on the corporate franchises of said Company and all of its property, real, personal and mixed and all of its property of whatsoever character which it now owns or which it may hereafter acquire, and the Directors of this Company should make the same disposition of said Twelve Million Dollars of bonds in any respect as was heretofore provided for with respect to the Ten Million Dollars heretofore authorized to be issued,

Now, Therefore,

Resolved: That in lieu of the Ten Million Dollars in the bonds of this Company directed to be issued by resolution of this Board, March, 14, 1908, that The Kansas City and Kansas Southwestern Railway Company execute and issue its coupon bonds to the amount of Twelve Million Dollars in the denomination of One Hundred Dollars each, having forty years to run, bearing interest at the rate of five per cent. per annum, payable in the City of New York, both principal and interest being paid