

in the gold coin of the United States of the present weight and fineness except that the interest paid in Brussels, Belgium, shall be paid in francs and centimes. Said bonds to be numbered consecutively from No. 1 to No. 120,000, both numbers inclusive, and that the President or any Vice-President and the Secretary or any Assistant Secretary of said Railway Company be and they are hereby authorized and directed to cause to be prepared and to execute the said bonds in the corporate name of this Company and to sign said bonds and affix the seal of the Company thereto, and the Treasurer of this Company is authorized to sign each interest coupon attached to said bonds, but such signing of said bonds may be evidenced by the fac simile of the signature of said Treasurer to be engraved thereon instead.

Second: That in order to secure the payment of said bonds and the interest coupons attached thereto, the said Railway Company make, execute and deliver a good and sufficient mortgage or deed of trust conveying to Carnegie Trust Company as Trustee or to such other Trustee as may be hereafter designated by this Board, its corporate franchises 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, in trust, such conveyance to be in the form herewith submitted to the Board and which is hereby approved, the same to be a first lien on all of said property, rights and franchises. That the Secretary of this Company be and he hereby is authorized to affix the corporate seal of this Company to said mortgage or deed of trust and to attest the same by his signature, and the President of this Company is hereby authorized to subscribe the corporate name of this Company to said mortgage or deed of trust and his own proper signature as President and to deliver the same to such Trustee, and said President and said Secretary are hereby authorized to appear before the clerk of any court of record, commissioner of deeds, notary public or other officer using a public seal and having the right to take acknowledgments of such instruments and there to acknowledge the execution of said mortgage or deed of trust to be the act and deed of this Company.

Whereas, at a meeting of the stockholders of said Railway Company, duly and legally held in the office of said Company in Kansas City, Kansas; on the 19th day of August, 1908, and in conformity with the laws of the State of Kansas and the by-laws of said Company, at which meeting all of the stockholders having been duly notified, were present in person or by proxy, the following resolutions were passed and unanimously adopted:

Resolved:

First.- That in lieu of the bonds of The Kansas City and Kansas Southwestern Railway Company heretofore on the 14th day of March, 1906, directed to be issued, the Directors of said Company be authorized to execute and issue its coupon bonds to the amount of \$12,000,000, in the denomination of \$100 each, having forty years to run, bearing interest at the rate of five per cent. per annum, payable semi-annually in the City of New York or at such place as they may direct; said bonds to be numbered consecutively from No. 1 to No. 120,000, both numbers inclusive.

Second.- That in order to secure the payment of said bonds and the interest coupons