

Union Pacific Railroad Company, and to constitute these presents a valid, binding and legal mortgage and deed of trust for the security thereof, and to provide for the authentication and the enforcement of the payment of the said bonds have been done and performed, and have happened, and the execution and issue of said bonds and of this indenture have in all respects been duly authorized;

NOW, THEREFORE, THIS INDENTURE WITNESSETH, that in order to secure the payment of the principal and interest of all the said bonds at any time issued and outstanding under this indenture according to the tenor, purport and effect thereof, and to secure the performance and observance of all the covenants and conditions herein contained, and to declare the terms and conditions upon which said bonds are issued, received and held, the said Union Pacific Railroad Company, party of the first part, in consideration of the premises and of the purchase and acceptance of the said bonds by the holders hereof, and on the sum of one dollar to it paid by The Equitable Trust Company of New York, party of the second part, receipt whereof is hereby acknowledged, hath granted, bargained, sold, aliened, remised, released, conveyed, assigned, transferred, set over and confirmed, and by these presents doth grant, bargain, sell, alien, remise, release, convey, assign, transfer, set over and confirm unto the said party of the second part, and its successors and assigns forever, all and singular the following described properties, privileges and franchises, viz:

First. The following described railroads now owned and operated by the Railroad Company, aggregating 1178.69 miles in length, and now free from mortgage lien, viz:

(1) A line beginning at Valley, in the State of Nebraska, at the point of connection with the main line of the Railroad Company, and running thence in a southerly direction via Valparaiso and Lincoln, through the Counties of Douglas, Saunders, Lancaster and Gage, in the State of Nebraska, and through the Counties of Marshall and Riley, in the State of Kansas, to Manhattan, in the State of Kansas, a distance of 189.05 miles.

(2) A line beginning at Valparaiso, in the State of Nebraska, at the point of connection with the line described in subdivision (1) hereof, and running thence in a general westerly direction, through the Counties of Saunders, Butler, Polk, Hamilton and Merrick, to Central City, in said State, a distance of 75.28 miles.

(3) A line beginning at Blue Springs Junction, in the State of Nebraska, at the point of connection with the line described in subdivision (1) hereof, and running thence in a westerly direction to Blue Springs, all in the County of Gage, in said State, a distance of .67 of a mile.

(4) A line beginning at Columbus, in the State of Nebraska, at a point of connection with the main line of the Railroad Company, and running thence in a northerly direction through the Counties of Platte and Madison, to Norfolk, in said State, a distance of 50.37 miles.

(5) A line beginning at Oconee, in the State of Nebraska, at the point of connection with the line described in subdivision (4) hereof, and running thence in a northwesterly direction, through the Counties of Platte, Nance and Boone, to Albion, in said State, a distance of 34.54 miles.

(6) A line beginning at Genoa, in the State of Nebraska, at the point of connection with the line described in subdivision (5) hereof, and running thence in a northwesterly direction, through the Counties of Nance, Boone and Greeley, to Spalding, in said State, a distance of 44.42 miles.

(7) A line beginning at Grandisland, in the State of Nebraska, at the point of connection with the main line of the Railroad Company, and running thence in a northerly direction through the Counties of Hall, Howard, Greeley and Valley, via North Loup, to Ord, in said State, a distance of 60.77 miles.

(8) A line beginning at Scotia Junction, on the line described in subdivision (7) hereof, and running thence in an easterly direction to Scotia, all in the County of Greeley, in the State of Nebraska, a distance of 1.37 miles.

(9) A line beginning at St. Paul, in the State of Nebraska, at the point of connection with the line described in subdivision (7) hereof, and running thence in a westerly direction through the Counties of Howard and Sherman, to Loup City, in said State, a distance of 39.40 miles.

(10) A line beginning at Boelus, in the State of Nebraska, at the point of connection with the line described in subdivision (9) hereof, a running thence via Nantasket, through the Counties of Howard and Buffalo to Pleasanton, in said State, a distance of 22.09 miles.

(11) A line beginning at O'Fallon's, in the State of Nebraska, at the point of connection with the main line of the Railroad Company, and running thence in a westerly direction through the Counties of Lincoln, Keith and Deuel, to Lutherville, in said State, a distance of 63.56 miles.

(12) A line beginning at Julesburg, in the State of Colorado, at the point of connection with the main line of the Railroad Company, and running thence in a westerly direction through the Counties of Sedgwick, Logan, Washington, Morgan and Weld, to La Salle, in said State, at the point of connection with the Railroad Company's line from Cheyenne to Denver, a distance of 151.53 miles.

(13) A line beginning at Washington Mine, in the State of Colorado, and running thence in a northerly direction to Grant Mine, all in the County of Weld, in said State, a distance of .6 miles.

(14) A line beginning at Baum Mine, in the State of Colorado, at a point of connection with the main line described in subdivision (13) hereof, and running thence in a westerly direction to Baum Mine, all in the County of Weld, in said State, a distance of .96 of a mile.

(15) Beginning at McKissick Mine Junction, in the State of Colorado, at the point of connection with the line described in subdivision (13) hereof, and running thence in a easterly direction to McKissick Mine, all in the County of Weld, in said State, a distance of .85 of a mile.