

Habendum.

First Trust and Savings Bank and Emile K. Boisot of Chicago, Illinois, as trustees, securing an authorized issue of \$2,500,000.00 First Mortgage Ten Year Six Per Cent Gold Bonds to the amount of any bonds now or at any time hereafter under and in accordance with said last named mortgage or deed of trust.

Trusts  
declared.

TO HAVE AND TO HOLD, all and singular the premises, lines, of railway, properties, franchises, rights, income, and also all other property, and interests of any kind and of every nature, real, personal or mixed, that, by virtue of any provision hereof, shall hereafter become subject to this indenture, to the Trustee, its successors and assigns, forever:

BUT IN TRUST NEVERTHELESS, for the equal and proportionate benefit and security of all present and future holders of the bonds and interest obligations issued hereunder

(p.10) and secured by this indenture, and to secure the payment of such bonds and the interest thereon, when payable in accordance with the provisions thereof, and to secure the performance of and compliance with the covenants and conditions of this indenture, and under and subject to the provisions and conditions and for the uses and purposes hereinafter set forth, it being hereby agreed as follows, to-wit:

#### ARTICLE ONE.

Sec. 1. The aggregate face amount of all the bonds which may be issued under this indenture shall never exceed in United States gold coin the principal sum of Eight Hundred Twelve Thousand, Five Hundred Dollars (\$812,500.00). No one of the bonds of the Company shall be deemed issued or valid or secured by this mortgage until the same shall have been authenticated by the Trustee, or its successor in the trust hereby created, by the execution of the certificate endorsed thereon.

Upon the filing of this mortgage for record in the respective counties in the State of Kansas in which the railways and property of the Company are situated, bonds of the issue hereby secured or intended so to be, may be signed and sealed by the Company and delivered by it to the Trustee for authentication and delivery to the Treasurer of the Company, or on his order, as follows:

(a) When the Company shall have constructed and placed in complete commercial operation its line of railway from Kansas City, Kansas, to Bonner Springs, Kansas, approximately sixteen miles in length, the Trustee shall certify and deliver to the Treasurer of this Company an amount of Bonds not exceeding Twelve Thousand, Five Hundred Dollars (\$12,500.00) par value of bonds per mile of completed railway from Kansas City to Bonner Springs, Kansas.

(b) When the Company shall have constructed and placed

(p.11)

in complete commercial operation its line of railway from Bonner Springs, Kansas, to Lawrence, Kansas, approximately twenty-three (23) miles in length, the Trustee shall certify and deliver to the Treasurer of the Company an amount of bonds not exceeding Twelve Thousand, Five Hundred Dollars (\$12,500.00) par value of bonds per mile of completed railway from Bonner Springs, to Lawrence, Kansas.

(c) When the Company shall have constructed and placed in complete commercial operation its line of railway from Lawrence, Kansas, to Topeka, Kansas, approximately twenty-six (26) miles in length, the Trustee shall certify and deliver to the Treasurer of the Company an amount of bonds not exceeding Twelve Thousand, Five Hundred Dollars (\$12,500.00) par value of bonds per mile of completed railway from Lawrence, to Topeka, Kansas.

In each instance the Company shall furnish the Trustee with a certified copy of a resolution of its Board of Directors requesting the issuance of such bonds, stating the amount and denominations of the bonds desired, the mileage of the railroad completed and placed in commercial operation, and accompanying same by a statement signed by the President or Vice-President of the Company, and verified by the Chief Engineer of the Company, showing the completion of the section of railroad above mentioned, the mileage constructed, and that the same is in complete commercial operation, which resolution and statement shall be full authority to the Trustee to certify and deliver bonds of the issue hereby secured at a rate not exceeding Twelve Thousand Five Hundred Dollars (\$12,500.00) par value of bonds per mile of railway completed and placed in operation as shown by such resolutions and statements.

Certification  
of bonds  
executed by  
former of-  
ficers.

Section 2. In case any officer of the Company who shall have executed said bonds shall cease to be such officer before said bonds or any of them shall have been certified and delivered by the Com-

(p.12)

merge Trust Company, Trustee, such bonds may, nevertheless, be certified and delivered hereunder with the same effect as though the persons signing said bonds had not ceased to be officers of the company. The interest coupons on said bonds shall be authenticated by the engraved facsimile signature of the Treasurer of the Company required to in office at the date of the execution hereof.

Trustee not  
certify bonds

Section 3. The Trustee shall not be required to certify and deliver any bonds under the provisions of this Article when the Company shall, to the knowledge of said Trustee, be in default in respect of any covenant or agreement herein contained.

Matured cou-  
pons to be  
detached

Section 4. Upon certifying and delivering any bond hereunder, all coupons pertaining thereto then matured shall be detached and canceled by the Trustee, and delivered by the Treasurer of the Company or his order.

and canceled

All bonds  
stand upon  
equality.

Section 5. All of the bonds issued and certified hereunder shall stand upon equality without regard to date of issue, certification of delivery. Only such bonds as shall bear thereon endorsed the said certificate of the Commerce Trust Company of Kansas City, Missouri, Trustee, by it duly executed, shall be valid or obligatory for any purpose, or shall be secured by this indenture or entitled to any lien on benefit hereunder; and every such certificate of said Trustee upon any bond executed in behalf of the Company shall be conclusive and the only evidence that the bond so certified has been duly issued hereunder, and is entitled to the benefit of the trust hereby