

## MORTGAGE

INDENTURE BY AND BETWEEN  
THE KANSAS CITY, KAW VALLEY AND WESTERN RAILROAD COMPANY  
AND  
THE GUARDIAN TRUST COMPANY AND L.B. FOOTE

State of Kansas, Douglas County, SS:  
Filed for record October 6, 1927 at 5:25 PM

*Don E. Williams*  
Register of Deeds.

SECURING AN ISSUE OF \$1,000,000.00  
First Mortgage  $\frac{1}{4}$  Gold Coupon Bonds.  
DATED OCTOBER 1, 1927.

THIS INDENTURE, made at Kansas City, Wyandotte County, Kansas, dated for convenience the first day of October, A.D. 1927, but actually made and entered into this 30th day of September, A.D. 1927, by and between The Kansas City, Kaw Valley and Western Railroad Company, a corporation duly organized and existing under the laws of the State of Kansas, having its principal business office in the City of Kansas City, Wyandotte County, Kansas (hereinafter called the "Company", which expression, where the context so admits, includes its successors and assigns), FIRST PARTY, AND THE GUARDIAN TRUST COMPANY, a corporation duly organized and existing under the laws of the State of Ohio, having its principal business office in the City of Cleveland, Cuyahoga County, Ohio (hereinafter specially referred to as the "Corporate Trustee", which expression, where the context so admits, includes its successors and assigns in the trust hereby created), and L.B. Foote, of Cleveland, Cuyahoga County, Ohio (hereinafter specially referred to as the "Individual Trustee", which expression, where the context so admits, includes his successors and assigns in the trust hereby created), as Trustees, (the expression "the Trustees" being hereinafter used to include both the "Corporate Trustee" and the "Individual Trustee") Second Parties.

WHEREAS, under and by virtue of its charter and the laws of the State of Kansas, the requisite authority having been obtained therefor from the Public Utilities Commission of Kansas, the Company is authorized to borrow money and issue its negotiable bonds therefor and secure the payment thereof by mortgage or deed of trust upon its property, real, personal and mixed; and

WHEREAS, the Company desires to borrow money for the transaction and expansion of its business and the exercise of its corporate rights and privileges, the funding of its indebtedness and the acquisition of additional working capital, and for other lawful purposes of its incorporation, its Board of Directors, at a meeting duly called and held on the 30th day of September, 1927, duly authorized and directed its President or Vice President, Secretary and Treasurer, to execute and deliver to the Corporate Trustee, ready for certification by it as hereinafter provided, the Coupon Bonds of the Company, known as its First Mortgage Four Per cent. ( $\frac{1}{4}$ ) Gold Bonds, to an aggregate amount of not exceeding One Million Dollars (\$1,000,000.00) of said Bonds, to be in the denominations of Seventy Five Dollars (\$75.00) One Hundred Dollars (\$100.00), Five Hundred Dollars (\$500.00) and One Thousand Dollars (\$1000.00) each, as the Board of Directors may from time to time determine, and to be numbered, the Bonds for Seventy Five Dollars (\$75.00) "A-1" and upwards; the Bonds for One Hundred Dollars (\$100.00), "C-1" and upwards; the Bonds for Five Hundred Dollars (\$500.00), "D-1", and upwards, and the Bonds for One Thousand Dollars (\$1000.00), "M-1", and upwards, all of said Bonds to be dated the first day of October, 1927, to mature on the first day of October, 1947, to be payable in the gold coin of the United States of America of the present standard of weight and fineness, or its equivalent, and to bear interest until paid at the rate of four per centum ( $\frac{1}{4}$ ) per annum, payable semi-annually, in the gold coin aforesaid, on the first day of April and the first day of October in each year, at the principal office of The Guardian Trust Company in the City of Cleveland, Ohio, such interest being evidenced by coupons attached to said Bonds, executed by the facsimile of the signature of the Treasurer of the Company, any or all of said Bonds to be redeemable at the election of the company on any interest paying date prior to maturity, at par and accrued interest, the prompt and punctual payment of the principal and interest of said Bonds after the same become due, to be secured by a mortgage or deed of trust to The Guardian Trust Company and L.B. Foote of Cleveland, Ohio, as Trustees, upon the corporate property, real, personal and mixed, and all the rights, franchises and privileges of the Company herein, now owned or hereafter acquired; and

WHEREAS, said Board of Directors also authorized the certification and delivery, pending the preparation of permanent Bonds, of a temporary bond or bonds in substantially the form of said permanent Bonds, but without coupons, aggregating not to exceed One Million Dollars (\$1,000,000.00) of principal, and subject to exchange for a like principal amount of said bonds when prepared and ready for delivery; and

WHEREAS, the stockholders of the Company at their meeting duly called and held on the 30th day of September, 1927, by resolution duly passed by the vote of the holders of all of the capital stock of the Company, consented to, ratified, approved and confirmed the action of the Board of Directors and authorized the issuing of said Bonds and the securing of the same by mortgage, as aforesaid, and

WHEREAS, the permanent Bonds to be issued hereunder and the coupons thereto annexed and the Trustee's certificate thereon, shall respectively be in substantially the words and figures following, subject only to the necessary variation in principal sums and distinguishing numbers thereof, to-wit:

(FORM OF BOND)

No \_\_\_\_\_ \$ \_\_\_\_\_

UNITED STATES OF AMERICA, STATE OF KANSAS  
THE KANSAS CITY, KAW VALLEY AND WESTERN RAILROAD COMPANY FIRST  
MORTGAGE  $\frac{1}{4}$  GOLD COUPON BOND AUTHORIZED ISSUE \$1,000,000.00

THE KANSAS CITY, KAW VALLEY AND WESTERN RAILROAD COMPANY, a corporation duly organized and existing under the laws of the State of Kansas (hereinafter called the "Company") for value received, hereby promises to pay to the bearer hereof, or, if registered, to the registered holder hereof, \_\_\_\_\_ Dollars, on the first day of October, 1947, upon presentation and surrender hereof, in gold coin of the United States of America of the present standard of weight and fineness, or its equivalent in value in lawful money of the United States of America, together with interest thereon at the rate of four per centum ( $\frac{1}{4}$ ) per annum payable in the gold coin aforesaid semi-annually on the first day of April and of October in each year until the principal sum hereof shall be paid, upon presentation and surrender of the interest coupons here- to attached as they severally become due, both principal and interest being payable at the principal office of The Guardian Trust Company in the City of Cleveland, Ohio.

Both principal and interest on this Bond shall be paid without deduction for any tax or taxes, assessments or other governmental charges (except succession and inheritance taxes, and that portion of any Federal income tax in excess of two per centum (2%) per annum), which the Company may be required or permitted to pay thereon, or authorized to deduct or retain therefrom, by any present or future law of the United States, or any state, county, municipality, or any taxing authority therein, the Company hereby agreeing to pay all such charges, taxes, assessments or other governmental charges.

This Bond is one of an authorized issue of Bonds, the amount whereof is limited so that there shall never be at any one time outstanding Bonds of said issue for an aggregate principal sum exceeding One Million Dollars (\$1,000,000.00) all of which Bonds are of like date, and, except as to principal sums thereof, of like tenor and effect, and may be in the principal sums of Seventy Five Dollars (\$75.00) One Hundred Dollars (\$100.00) Five Hundred Dollars (\$500.00) and One Thousand Dollars (\$1000.00) each, and are numbered, the Bonds for Seventy Five Dollars (\$75.00) "A-1" and upwards; the Bonds for One Hundred

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*Wyandotte*  
*Co*  
*For Partial*  
*Release*  
*See Book 75-*  
*Page 387*