

[FORM OF TRUSTEE'S CERTIFICATE.]

This is to certify that this bond is one of the bonds described in the within mentioned mortgage and deed of trust.

BANKERS TRUST COMPANY,

Trustee.

By

Secretary.

AND WHEREAS, all acts and things prescribed by law and by the by-laws of the Railroad Company have been duly complied with, and the Railroad Company, in the exercise of each and every legal right, power and authority in it vested, proposes to make and execute, and from time to time hereafter to issue and deliver bonds hereby secured:

NOW, THEREFORE, THIS INDENTURE WITNESSETH:

That in order to secure the payment of all said bonds (which are hereinafter called the gold bonds) at any time issued and outstanding under this indenture, according to their tenor, purport and effect, as well the interest as the principal thereof, and to secure the performance and observance of all the covenants and conditions therein and herein contained, and to declare the terms and conditions upon which the gold bonds are issued, received and held, and for and in consideration of the premises and of the acceptance and purchase of said bonds by the holders thereof, and of the sum of one hundred dollars, lawful money of the United States of America to it duly paid by the Trustees at or before the enrolling and delivery of this indenture, the receipt whereof is hereby acknowledged, the Railroad Company has granted, bargained, sold, mortgaged, aliened, remised, released, conveyed, confirmed, assigned, transferred, pledged and set over,

and by these presents doth grant, bargain, sell, mortgage, alien, remise, release, convey, confirm, assign, transfer, pledge and set over unto the Trustees, their successors in the trust, and their assigns;

FIRST. (A) Railways of the Railroad Company, formerly of Ozark & Cherokee Central Railway Company, a corporation of the State of Arkansas, described as follows:

A main line of railroad extending from Fayetteville, Arkansas, to Okmulgee, Indian Territory, including the steel railway bridge across the Arkansas River, near Fort Gibson, Indian Territory-----143.90 miles;

Subject, as to said railway, to the first mortgage of Ozark & Cherokee Central Railway Company to Continental Trust Company of the City of New York, as Trustee, dated October 1, 1903, securing an authorized issue of \$3,000,000, face amount, of first mortgage 5% gold bonds of said mortgagor, maturing October 1, 1913, of which \$2,880,000, face amount, are outstanding; and subject, as to the said railway bridge, to the first mortgage of Muskogee City Bridge Company to St. Louis Union Trust Company, as Trustee, dated June 1, 1902, securing an authorized issue of \$100,000, face amount of first mortgage 5% gold bonds of said mortgagor, maturing July 1, 1942, all outstanding;

(B) The following shares of capital stock:

28,793 shares, of the par value of \$100 each, of the capital stock of said Ozark & Cherokee Central Railway Company, being all the shares of stock of said Company (except directors' shares) issued and outstanding.

SECOND. (A) Railways of the Railroad Company, formerly of The Arkansas Valley and Western Railway Company, a corporation of the Territory of Oklahoma, described as follows:

A main line of railroad extending from A. V. and W. Junction, Indian Territory, to Avard, Oklahoma Territory-----175.25 miles;

Subject to the first mortgage of said The Arkansas Valley and Western Railway Company to St. Louis Union Trust Company, as Trustee, dated January 1,

1903, securing an authorized issue of \$4,500,000, face amount, of first mortgage 4% gold bonds of said mortgagor, maturing January 1, 1953, all of which are pledged and deposited under the trust agreement in the next succeeding paragraph described, and subject, further to the deed of trust dated July 19, 1907, made by the Railroad Company to Bankers Trust Company, as Trustee, as further security for the \$4,500,000, face amount, of the seven year 4% gold notes of the Railroad Company in the next succeeding paragraph described;

(B) The following bonds and shares of capital stock:

1. \$4,500,000, face amount, of the first mortgage 4% gold bonds of said The Arkansas Valley and Western Railway Company, secured by the first mortgage of said Railway Company in the last preceding paragraph described;

Subject to the pledge and deposit thereof under the trust agreement between the Railroad Company and Bankers Trust Company, as Trustee, dated February 1, 1905, securing an issue of \$4,500,000, face amount, of the seven year 4% gold notes of the Railroad Company maturing February 1, 1912, of which \$4,000,000, face amount, are outstanding, and of which no more are to be issued;

2. 44,991 shares of the par value of \$100 each, of the capital stock of said The Arkansas Valley and Western Railway Company, being all the shares of stock of said Company (except directors' shares) issued and outstanding;

Subject to the pledge and deposit thereof under the aforesaid trust agreement between the Railroad Company and Bankers Trust Company, as Trustee, dated February 1, 1905.

THIRD. (A) Railways of the Railroad Company, formerly respectively of St. Louis, Memphis and Southeastern Railroad Company, a corporation of the State of Missouri, and of St. Louis and Gulf Railway Company, a corporation of the State of Missouri, described as follows; subject, as to the portions thereof respectively embraced therein, to the mortgages hereinafter described as constituting liens

thereon or on parts thereof, and subject also, to the deed of trust dated July 19, 1907, made by the Railroad Company to Bankers Trust Company and John F. Shepley, as Trustees, as further security for the \$6,500,000, face amount, of the two and one-half year 5 per cent. notes of the Railroad Company hereinafter described:

1. A main line of railroad extending from Lindenwood, Missouri, to Luxora, Arkansas-----241.70 miles;

A main line of railroad extending from Nash, Missouri, to Hoxie, Arkansas-----121.00 miles;

A branch line of railroad extending from Mingo, Missouri, to Hunter, Missouri-----45.80 miles;

A branch line of railroad extending from Hayti, Missouri, to Grassy Bayou, Missouri, via Caruthersville, Missouri-----15.70 miles;

Subject

(a) to the first mortgage of St. Louis, Memphis and Southeastern Railroad Company to Old Colony Trust Company and John F. Shepley, as Trustees, dated January 10, 1902, securing an authorized issue of \$13,000,000, face amount, of first mortgage 4% gold bonds of said mortgagor, maturing January 1, 1952, of which \$9,188,500, face amount, have been issued, and of which no more will be issued; of said issued bonds, all except \$371,500 face amount thereof, are pledged and deposited under the mortgage described in the next succeeding clause (b) of this paragraph;

(b) to the mortgage of said St. Louis, Memphis and Southeastern Railroad Company to New York Security and Trust Company and John D. Filley, as Trustees, dated June 1, 1904, securing an authorized issue of \$16,000,000, face amount, of the five year 4% gold bonds of said St. Louis, Memphis and Southeastern Railroad Company, maturing June 1, 1909, of which \$15,655,066.65, face amount, and no more, are now outstanding;

(c) as to the portions thereof embraced therein, to the mortgage of the Southern Missouri and Arkansas Railroad Company to Irving M. Dittenhoefer and Roderick E. Rombauer, as Trustees, dated July 1, 1899, securing an authorized issue of \$1,975,000, face amount, of first mortgage 5% bonds of said Southern Missouri and Arkansas