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COMPARED

That such sale or exchange is advisable from the standpoint of the holders of the bonds outstanding, secured by the said mortgage or deed of trust and the said supplemental mortgage;

V.

That A. Miller Hammett, W. H. Walker and F. B. Austin shall be and they are hereby appointed with authority and direction to make sworn statements to said Trustee as provided by Subdivision 4 of Section One of Article 4 of the said mortgage or deed of trust, subject to the approval of the said Trustee;

VI.

That the President and Secretary of this corporation shall be and they are hereby authorized and directed to execute and acknowledge unto said Public Service Company of Oklahoma, such instrument or instruments of conveyance and delivery containing warranty of title, which may be necessary or appropriate to pass from Oklahoma Union Railway Company to Public Service Company of Oklahoma, the full, complete and unencumbered title to the said properties and every part thereof, and to deliver such instrument or instruments of conveyance and delivery unto said Public Service Company of Oklahoma upon the release of said properties by Mississippi Valley Trust Company from said mortgage or deed of trust and said supplemental mortgage.

VII.

That upon the execution, acknowledgement and final delivery of said instrument or instrument or instruments of conveyance, and the release or releases by Mississippi Valley Trust Company, as hereinabove provided, said Public Service Company of Oklahoma shall be and it is hereby authorized to make payment of the entire consideration of \$13,500.00 to Mississippi Valley Trust Company and such payment in all things shall be a full, complete and final quitance to Public Service Company of Oklahoma, for the purchase price of the said properties; and, further, Public Service Company of Oklahoma, in no event shall be required to supervise, control, ascertain or investigate the disposition of the said moneys so paid or any part thereof, such payment being hereby expressly declared to be of like effect as if paid to Oklahoma Union Railway Company direct, and Mississippi Valley Trust Company being expressly authorized to receive such payments and bind Oklahoma Union Railway Company thereby, and to handle such moneys and make such disposition thereof as shall by it be deemed proper under the terms of the said mortgage or deed of trust and supplemental mortgage.

VIII.

The President and Secretary of this corporation shall be and they are hereby vested with full and complete authority to do any and every thing necessary or proper to be done, for the purpose of accomplishing and completing the said sale, and their every act and deed in such behalf in all things shall be held to be the act and deed of this corporation.

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I, I. W. Crow, the undersigned Secretary of Oklahoma Union Railway Company, an Oklahoma corporation, do hereby certify that it is such corporation and that I am its secretary with custody of its corporate records and seal, that the above and foregoing constitutes and is a full, true, correct and complete transcript and copy of a resolution adopted by the Board of Directors of the said corporation at a meeting of the said Board duly called and held at the principal office of the corporation in the city of Tulsa, Okla on the 29th day of November, 1922.

IN TESTIMONY WHEREOF, Witness my hand as such Secretary and the seal of the said corporation by me hereunto subscribed and affixed at my office aforesaid this 29th day of