

York, and JAY HERNDON SMITH, Trustees, (hereinafter sometimes called the Trustees) parties of the second part:

COMPARED

WHEREAS the Railway Company heretofore executed and delivered to Union Trust Company of New York and Jay Herndon Smith, as trustees, the Income Mortgage of the Railway Company dated July 1, 1916 (hereinafter sometimes called the Income Mortgage) to secure an issue of its Income Mortgage Bonds (hereinafter sometimes called the Income Bonds) limited to the aggregate principal amount of \$75,000,000 at any onetime outstanding, covering the railroads, property and franchises therein described; and

WHEREAS Central Union Trust Company of New York is the successor to said Union Trust Company of New York as Trustee under the Income Mortgage; and

WHEREAS, in and by the Income Mortgage the Railway Company conveyed and mortgaged to Union Trust Company of New York and Jay Herndon Smith, as Trustees, subject to the Prior Lien Mortgage of the Railway Company, dated July 1, 1916, to Central (now Central Union) Trust Company of New York and Daniel K. Catlin, as Trustees (hereinafter called the Prior Lien Mortgage) and the Adjustment Mortgage of the Railway Company dated July 1, 1916 to Bankers Trust Company and Edward F. Swinney, as Trustees (hereinafter called the Adjustment Mortgage) all railroads, lines of railroads, lines of railroad, extensions and branches and generally all property acquired by the Railway Company after the date of the delivery of the Income Mortgage and the Trustees are authorized to receive any property at any and all times as and for additional security for the Income Bonds, and to hold and apply any or all such property subject to the terms of the Income Mortgage; and

WHEREAS in and by the Income Mortgage the Railway Company is authorized to enter in to an indenture supplemental to the Income Mortgage and which shall thereafter form a part thereof for the purpose of conveying, transferring and assigning to the trustees thereunder and subjecting to the lien of the Income Mortgage with the same force and effect as though included in the granting clauses thereof, lines of railroad and other real property acquired by the Railway Company by purchase or otherwise, and the Trustees are authorized to accept such conveyance, transfer and assignment; and

WHEREAS the Railway Company, since the date of the execution of the Income Mortgage, has acquired by purchase certain lines of railroad and other property formerly of West Tulsa Belt Railway Company, an Oklahoma corporation; and

WHEREAS the Railway Company, pursuant to the provisions of the Income Mortgage, and in performance of its obligations thereunder, desires to enter into this supplemental indenture for the better assuring, conveying and confirming unto the Trustees, said lines of railroad and other property, constituting part of the trust estate mortgaged by the Income Mortgage or intended so to be, and also desires to convey, transfer and assign said lines of railroad and other property to the Trustees and to subject the same to the lien of the Income Mortgage, with the same force and effect as though included in the granting clauses thereof, as and for additional security for the Income Bonds, and to be held subject to the terms of the Income Mortgage; and

WHEREAS by indenture bearing even date herewith, the Railway Company has conveyed, transferred and assigned to Central Union Trust Company of New York and Daniel K. Catlin, as Trustees under the Prior Lien Mortgage the property hereinafter described, as and for additional security for the Prior Lien Mortgage Bonds of the Railway Company, and, subject to said conveyance to the Trustees under said Prior Lien Mortgage, has also, by indenture bearing even date herewith, conveyed, transferred and assigned to the Trustees under the Adjustment Mortgage said property hereinafter described, as and for additional security for the Adjustment Mortgage Bonds of the Railway Company; and

WHEREAS the execution and delivery of this indenture have been duly authorized by the