

or in respect of this Fifth Supplemental Indenture, or under any covenant, condition or provision herein contained, all the covenants, conditions and provisions of this Fifth Supplemental Indenture being intended to be, and being, for the sole and exclusive benefit of the parties hereto and of the holders of bonds issued and to be issued under the Indenture and secured thereby.

SECTION 3. All covenants, stipulations and agreements in this Fifth Supplemental Indenture contained by or on behalf of the Company shall bind and (subject to the provisions of the Indenture) inure to the benefit of its successors and assigns, whether so expressed or not.

SECTION 4. The headings of the several Articles of this Fifth Supplemental Indenture are inserted for convenience of reference, and shall not be deemed to be any part thereof.

SECTION 5. This Fifth Supplemental Indenture may be executed in any number of counterparts, and each of such counterparts when so executed shall be deemed to be an original; but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, KANSAS CITY POWER & LIGHT COMPANY has caused this Fifth Supplemental Indenture to be executed by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed, duly attested by its Secretary or one of its Assistant Secretaries, and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee as aforesaid, has caused the same to be executed by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed, duly attested by its Secretary or one of its Assistant Secretaries, and LOUIS D. THOMAS, as Individual Trustee as aforesaid, has hereunto

affixed his signature and seal, as of the day and year first above written.

KANSAS CITY POWER & LIGHT COMPANY,
By *R. B. Munnice*.....
President.

ATTEST:
Robert A. Olsen
Secretary.

Signed, sealed, acknowledged and delivered by KANSAS CITY POWER & LIGHT COMPANY in the presence of:

R. B. Munnice.....
R. B. Munnice.....

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO,
as Trustee,

By *Richard D. Thomas*.....
Vice President.

ATTEST:
W. H. H. H.
Assistant Secretary.

Signed, sealed, acknowledged and delivered by CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO in the presence of:

W. H. H. H......
W. H. H. H......