

interest accrued thereon to the date of redemption. Each such redemption is to be upon at least thirty (30) days' prior notice given by publication (unless waived as provided in Article 4 of the Indenture) at least once each week (which may be on any secular day of each such week) for three (3) successive calendar weeks (the first publication to be not less than thirty (30) days and not more than ninety (90) days prior to the redemption date) in a newspaper printed in the English language and published daily (except Sunday and holidays) and of general circulation in Kansas City, Missouri, and otherwise as provided in Article 4 of the Indenture. Provided, however, that the Series J Bonds shall be subject to redemption in part from time to time in like manner for the sinking fund and through the application of proceeds of property sold to public bodies, at the principal amount thereof, without premium, together with interest accrued thereon to the date of redemption.

(C) *Sinking Fund for Series J Bonds.*

The Company covenants and agrees that so long as any of the Series J Bonds remain outstanding it will provide a sinking fund for the benefit of the holders of the Series J Bonds as follows: the Company will annually, on or before November 1, 1970, and on or before November 1 of each succeeding year up to and including November 1, 1998, pay in cash to the Trustee an amount equal to 1% of the sum of the greatest aggregate principal amount of Series J Bonds at any one time outstanding hereunder or, in lieu of all or part of such cash payment, surrender to the Trustee for cancellation Series J Bonds or use Series J Bonds previously retired and not theretofore funded or so applied, or follow both of such methods. Series J Bonds so surrendered or used hereunder shall be credited (i) at the lesser of their cost to the Company (exclusive of accrued interest) as shown in a certificate of the Company filed with the Trustee at the time such Series J Bonds are surrendered to the Trustee for cancellation or (ii) at the unpaid principal amount thereof.

All cash received by the Trustee pursuant to this Subdivision (C) of this Section 2 shall be applied by the Trustee (a) to the purchase

of Series J Bonds upon tenders from the holders of Series J Bonds, (b) to the purchase of Series J Bonds in the open market or at private sale, and/or (c) if on the 75th day after any sinking fund deposit the Trustee has on hand unexpended sinking fund moneys equal to or exceeding \$5,000, to the redemption of Series J Bonds as hereinafter provided.

The Trustee in its discretion may from time to time determine whether Series J Bonds are to be purchased for the sinking fund upon tenders or in the open market or at private sale but no such Series J Bond shall be purchased at a price in excess of the principal amount thereof, plus accrued interest to the date of delivery to the Trustee.

Whenever the Company or the Trustee shall desire to purchase any of the Series J Bonds pursuant to this Subdivision (C) of this Section 2, the Company, acting through the Trustee, or the Trustee, shall solicit tenders of Series J Bonds from all holders thereof registered as to principal. Notice of invitations for tenders to sell Series J Bonds and the amount available for the purchase thereof at the lowest prices offered (not exceeding the principal amount thereof and accrued interest) on or before a specified date, shall be published by the Trustee in the manner provided in Subdivision (B) of this Section 2 and the Trustee shall also mail at the date of the first such publication a copy of such notice to each holder of Series J Bonds registered as to principal at his address as registered with the Trustee, but failure to mail, or any defect in the mailing of such notice as aforesaid, shall not affect the validity or effectiveness of the publication asking for tenders as above provided. Such published notice need not be given if the holders of all Series J Bonds then outstanding waive notice thereof in writing and such waiver is filed with the Trustee. Provided, however, that the foregoing shall not apply when the Company, not acting through the Trustee, in order to satisfy the sinking funds for the Series J Bonds, accepts unsolicited tenders of such series.

In soliciting tenders of Series J Bonds to absorb any such sinking fund moneys the Trustee shall reserve the right, as between