

BANK DODSWORTH STATIONERY CO. KANSAS CITY MO 64104

contained in section 9 of Article IV hereof, and stating that in his judgment all property described as Additional Property in such Officers' Certificate consists and consists only, of additional Property and all statements contained in such Officers' Certificate relating to the location and nature of the property described in such Officers' Certificate, and to Cost and Fair Value, and otherwise evidencing conformity with the requirements of this Indenture, are correct. In the event that a second Officers' Certificate is required by the provisions of the preceding subdivision C. all such statements therein shall be verified by a second Engineer's Certificate. In the event that any of such Additional Property has been acquired directly or indirectly from any one who has been using such property in carrying on a business, said Engineer's Certificate shall set forth that, in determining the Fair Value of such property, he has considered only the physical value thereof.

K. When there has been filed with the Trustee an Officers' Certificate stating whether and if so in what respect and to what extent, the Company is to the knowledge of the signers in default in the observance or performance of any provision hereof or of the Bonds, and whether, and if so in what respect and to what extent, any default exists in respect of any of the Underlying Obligations or any Underlying Indenture.

L. When there has been filed with the Trustee a sworn certificate of the treasurer of the Company, verified by an Accountant's Certificate, showing in detail the Net Earnings of the Company for any twelve (12) consecutive calendar months within the fifteen (15) calendar months next preceding the date of filing with the Trustee of the application for the certification and delivery of such Bonds and showing how the same have been calculated in such manner as to show expressly to the satisfaction of the Trustee conformity to the definition herein of Net Earnings and to the other requirements hereof and showing that the same have amounted to at least twelve per cent (12%) of the aggregate principal amount of the Bonds outstanding and applied for at such date of filing under any and all provisions of this Indenture and of all Underlying Obligations.

M. When there has been filed with the Trustee an Opinion of Counsel to the effect that the Directors' Resolution hereinbefore provided for was duly adopted at a meeting duly called and held and is effective for the purpose, and that all necessary action on the part of the Company and its officers has been taken legally and in compliance with the provisions hereof and all applicable legal requirements; that the Company has powers, authority and franchises adequate for the acquisition and operation of the property (to be identified in such opinion to the satisfaction of the Trustee) described in such Officers' Certificate and has title, good and valid of record, to such property; and that such property has been subject to the lien of this Indenture, free and clear of all liens, encumbrances and defects, except encumbrances (other than mortgage liens) stated in the granting clauses hereof, taxes for the current year not at the time due and designated defects, liens and/or encumbrances, if any, which are stated in such opinion not to affect, its usefulness to the Company in the conduct of its business and, as to their effect, if any, upon the security of this Indenture, can be properly ignored or are adequately guarded against by some bond or other designated indemnity and/or except the lien of a designated Underlying Indenture or indentures (under each of which it shall be stated in such opinion no further obligations can be created or issued) securing a designated Underlying Obligation or Obligations. Such opinion shall state whether any Underlying Obligation or Indenture is involved in any matter covered by such certificate and opinion, and in case such opinion shall state that any Underlying Obligation or Indenture is so involved, such opinion shall specify separately each Underlying Indenture constituting a lien on any of the property comprised in the Mortgaged Property and the outstanding principal amount and overdue interest, if any, of all Underlying Obligations secured by each Underlying Indenture specified in such opinion shall be evidenced by a certificate or certificates, accompanying and filed with such opinion, from each trustee or mortgagee under each such Underlying Indenture, respectively, and such opinion in each such case shall further identify, in such manner and detail as shall be satisfactory to the Trustee the property (shown by such opinion to be subject to any Underlying Indenture or Indentures) as being the Mortgaged Property, and the portions of the Mortgaged Property, respectively described as encumbered in such Officers' Certificate. Such opinion shall state what taxes if any, are required to be paid upon compliance with the application pending (to be identified by reference thereto satisfactory to the Trustee), and that any proposed issue of Bonds hereunder will not exceed in amount that permitted by law. Unless such opinion states that no recording or filing, and/or no instruments, are necessary to vest in the Trustee, as part of the Mortgaged Property, free of prior liens, encumbrances and defects except as aforesaid, all of the properties covered by such opinion and certificates, such opinion shall specify all places where recording or filing is reasonably called for and shall specify and (unless the same shall already have been delivered) shall be accompanied by, such instrument or instruments of conveyance, assignment and/or transfer as are stated in such opinion to be necessary so to vest title in the Trustee. Unless such opinion states that no approval of any public service commission or other state, local or federal authority is required by law in respect of any matter covered by such opinion and such application such opinion shall specify, and shall be accompanied by a certified copy of, each such order or approval by such public authority as shall be stated in such opinion to be required by law. Any Underlying Indenture or other lien referred to in an Opinion of Counsel as outstanding shall be presumed by the Trustee to continue outstanding until the Trustee shall have received a further opinion of counsel showing the discharge thereof.

N. When, if the Bonds applied for are of a new series, there has been executed between the Company and the Trustee, and filed with the Trustee, a supplemental Indenture pursuant to the provisions of subclause 5 of section 1 of Article XIII and the provisions of section 1 of Article II of this Indenture, in form approved by the Trustee and approved by an Opinion of Counsel to the effect that such supplemental Indenture has been duly authorized and executed and is effective for the purposes.

Section 4. Whenever the Company shall desire to anticipate the issue of Bonds for refunding as provided in section 2 of this Article, Bonds issued hereunder, at any time or times on or after or within twelve (12) months before, the maturity of such Bonds, and/or for additional Property as provided in section 3 of this Article; Bonds authorized hereby, in addition to the Bonds the issue of which is provided for in sections 1, 2 and 3 of this Article, may from time to time be executed by the Company, and delivered by it to the Trustee and shall be certified and delivered by the Trustee to or on the written order of the president or treasurer of the Company, but only subject to the provisions of sections 5 and 6 of this Article, and only (under this section 4) upon deposit with the Trustee by the Company of cash equal to the principal amount of the Bonds in each case so certified and delivered and only under the conditions, and when there shall have been filed with the Trustee the proofs and authorizations conforming to the provisions hereof and evidencing compliance therewith, specified, as regards such anticipation of refunding, in subdivisions B, E, G (except in so far as the provisions of said subdivisions relate to the Mortgaged Property or to Additional Property) and (in so far as the Bonds to be issued are of a new series) H of section 3 of this Article, and, as regards such anticipation of Additional Property, and, as regards such additional Property, those specified in subdivisions A (in so far as the provisions of said subdivision A relate to Net Earnings), B, E, F, G (except in so far as the provisions of said subdivision G relate to the Mortgaged Property or to Additional Property) and (in so far as the Bonds to be issued are of a new series) H of Section 3 of this Article; provided however: that the Trustee shall not certify and deliver Bonds under this section to such an extent that, or if, the total amount of cash held by the Trustee at any time under the provisions of this section shall exceed five hundred thousand Dollars (\$500,000.) or twenty five per cent (25%) of all Bonds at the time outstanding hereunder, whichever is less.

Money so deposited with the Trustee to anticipate the issue of Bonds shall be held by the Trustee upon the trusts hereof subject to the provisions of subsection N of section 1 of Article VII hereof, and shall be repaid by the Company upon written application therefor by the treasurer of the