

SAML EDGEMORTH STATIONERY CO KANSAS CITY MO 64104

of Bonds previously authenticated and delivered under this Indenture or to redeem any of such Bonds which shall have been called for redemption (excluding Bonds not refundable under this Indenture as specified in subdivision (3) of Sec. 4.02), together with a written request that the same be applied to the payment or redemption, as the case may be, of such Bonds; and

(c) A certificate signed by the President or a Vice President and the Treasurer or Assistant Treasurer of the Company stating that none of the previously authenticated Bonds surrendered or provided for by deposit as aforesaid, are Bonds which under the provisions of subdivision (3) of Sec. 4.02 are not refundable; and

(d) The officially authenticated certificates or other documents evidencing any action by governmental authorities specified in the opinion of counsel provided for in the following subdivision (e) as being requisite to the legal issue of the Bonds applied for; and

(e) An opinion of counsel stating (1) that the issuance of the Bonds applied for has been duly authorized by the Company, (2) that all mortgage registration and/or other like taxes in respect to the Bonds applied for have been paid or that no such payment is required by law, (3) that the issue of Bonds applied for has been duly consented to by any and all governmental authorities if and to the extent that such consent is required by law or that no consent of any governmental authority is requisite to the legal issue of such Bonds, and (4) that said counsel has examined the certificates and other documents constituting the application (naming them), that the same are in due form and that upon receipt of said certificates, documents and such opinion of counsel the Corporate Trustee will be duly authorized under the provisions of this Indenture to authenticate and deliver the Bonds applied for. Unless such opinion shall show that no consent of any governmental authority is requisite to the legal issue of the Bonds applied for, it shall specify any officially authenticated certificate or other document by which such consent is or may be evidenced; and

(f) Evidence of the consolidated net earnings of the Company as and if required by Sec. 4.03. Sec. 4.07. Additional Bonds shall be authenticated and delivered by the Corporate Trustee upon an order signed by the President or a Vice President and the Treasurer or Assistant Treasurer of the Company on the basis specified in subdivision (4) of Sec. 4.02 upon receipt by the Corporate Trustee of the following:

(a) A directors' resolution as specified in paragraph (a) of Sec. 4.04; and

(b) An amount of money and/or principal amount of bonds or other obligations of the United States Government equal to the principal amount of the Bonds applied for; and

(c) The officially authenticated certificates or other documents evidencing any action by governmental authorities specified in the opinion of counsel provided for in the following subdivision (d) as being requisite to the legal issue of the Bonds applied for; and

(d) An opinion of counsel covering the matters specified in paragraph (d) of Sec. 4.05; and

(e) Evidence of the consolidated net earnings of the Company as and if required by Sec. 4.03. Bonds or other obligations of the United States Government deposited with the Corporate Trustee under this Section may at any time be sold by the Corporate Trustee as provided in, and subject in all respects to, the provisions of Sec. 11.17.

Sec. 4.08. Money and/or bonds or other obligations of the United States Government deposited pursuant to Sec. 4.07 shall be held by the Corporate Trustee as a part of the trust estate and applied by the Corporate Trustee from time to time at the request of the Company evidenced by an order signed by its President or a Vice President and Treasurer or a Vice President and Treasurer or Assistant Treasurer subject to conditions and for purposes as follows:

(1) Such money and/or bonds or other obligations of the United States Government may be paid or delivered to the Company from time to time to an amount or amounts equal to the aggregate principal amount of Bonds which the Company shall have become entitled to have authenticated and delivered upon some one or more of the bases specified in subdivision (1), (2) and/or (3) as Sec. 4.02 upon complying with the provisions of Secs. 4.04, 4.05 and/or 4.06 (whichever may be applicable to the basis selected) and in lieu of such authentication and delivery; provided, however, that the Company shall not be required to deliver to the Corporate Trustee either (a) evidence as to consolidated net earnings as provided in Sec. 4.03 unless the money requested to be paid over was deposited pursuant to a directors' resolution stating that it was deposited solely to anticipate the refunding of Bonds of some other series previously authenticated and delivered as provided in paragraph (b) of Sec. 4.03 and the Company shall have determined by a directors' resolution to apply such money to some other purpose, or (b) such documents or opinions provided for in said sections as relate to the authorization or legality of the issue of Bonds under this Indenture; and/or

(2) Such money or bonds or other obligations of the United States Government may be applied by the Corporate Trustee to the payment, purchase, redemption or retirement in any other manner at, before or after maturity, of Bonds issued under this Indenture; provided, however, that in such event there shall be delivered to the Corporate Trustee a directors' resolution authorizing and directing the Corporate Trustee to apply such money or bonds or other obligations of the United States Government as aforesaid, and that the Corporate Trustee shall also be furnished by the Company with the accrued interest, if any, premium, if any, and expenses incurred or to be incurred by the Corporate Trustee hereunder in so applying said money or bonds or other obligations of the United States Government; and provided further that no such money or bonds or other obligations of the United States Government shall be applied to the payment, purchase, redemption or retirement of any Bonds which under the provisions of subdivision (3) of Sec. 4.02 are not refundable.

All Bonds purchased by the Corporate Trustee under this Section shall be purchased at the lowest price reasonably obtainable, not in excess of principal and premium that would then be payable on redemption, and accrued interest to date of purchase, and all Bonds so purchased together with all coupons appertaining thereto shall be immediately canceled and/or cremated by the Corporate Trustee which shall deliver such canceled Bonds and Coupons or its certificate of such cremation to the Company upon the written request of any officer of the Company.

Sec. 4.09. Money, or securities deemed equivalent to money as defined in Sec. 9.07 (hereinafter in this Section referred to as "securities"), received by the Corporate Trustee under any provision of this Indenture (other than money or securities deposited pursuant to Sec. 4.07 or Sec. 5.04) shall, except as otherwise expressly provided in any other provision of this Indenture, be held by the Corporate Trustee as a part of the trust estate and paid out and applied by it from time to time, at the request of the Company evidenced by a written order signed by the President or a Vice President and the Treasurer or Assistant Treasurer of the Company, as provided in any one or more of the following subdivisions of this Section:

(1) Such money or securities may in any case be paid out for the purposes and subject to the limitations specified in Sec. 4.08 in respect of money deposited pursuant to Sec. 4.07;

(2) Such money or securities, if received by the Corporate Trustee under Sec. 7.14 as proceeds of insurance on property owned by the Company, or under Sec. 9.03 or Sec. 9.05 as proceeds of the sale or condemnation of property of the Company, or under Sec. 9.02 for or in connection with any abandonment of property as specified in subdivision (3) of said Section, as the case may be, may be paid or delivered to the Company to reimburse the Company for all or any part of the cost of property additions of the Company (not previously made the basis for the issue of Bonds or withdrawal of money or securities under this Indenture), upon delivery to the Corporate Trustee of the documents and opinion specified in paragraphs (b), (c), (e) and (f) of Sec. 4.04 with such modifications thereof or omissions therefrom as may be proper to make the same applicable to the withdrawal of money instead of the authorization or legality of the issue of Bonds; or may be paid or delivered to the Company upon deposit with the Corporate Trustee hereunder of subsidiary first mortgage bonds (not previously made the basis for the issue of Bonds or withdrawal of money or securities under this Indenture) in a principal amount equal to at least 70 per cent of the amount of the money or securities so paid or delivered;