

DOUGLAS COUNTY

SUPPLEMENTAL INDENTURE

THIS SUPPLEMENTAL INDENTURE made as of the 28th day of December, A.D. 1936, by and between THE KANSAS ELECTRIC POWER COMPANY, a corporation organized and existing under the laws of the State of Kansas (hereinafter sometimes referred to as the "Company"), party of the first part, BANKERS TRUST COMPANY, a corporation organized and existing under the laws of the State of New York (hereinafter sometimes referred to as the "trustee"), and R. GREGORY PAGE of the City of Plainfield, County of Union, State of New Jersey (hereinafter sometimes referred to as the "co-trustee"), (the trustee and the co-trustee being hereinafter sometimes referred to as the "trustees"), parties of the second part, and HARRIS TRUST AND SAVINGS BANK, a corporation organized and existing under the laws of the State of Illinois (hereinafter sometimes referred to as the "Successor Trustee") and HAROLD ECKHART of Winnetka, Illinois (hereinafter sometimes referred to as the "Successor Co-Trustee") (the Successor Trustee and the Successor Co-Trustee being hereinafter sometimes referred to as "Successor Trustees"), parties of the third part;

WITNESSETH:

WHEREAS, Bankers Trust Company and R. Gregory Page are trustees under a Trust Indenture dated December 1, 1936, made by the Company to them as trustees (the Trust Indenture being hereinafter sometimes referred to as "said Indenture"), which said Indenture now secures certain First Mortgage Bonds, Series A, 3½%, dated December 1, 1936, due December 1, 1968, of the Company issued thereunder; and

WHEREAS, Bankers Trust Company and R. Gregory Page desire to resign as trustees under said Indenture; and

WHEREAS, it is provided in said Indenture that upon the resignation of the trustee thereunder the Company may appoint a successor trustee to act as such trustee until a successor trustee shall be appointed by the holders of the bonds secured by said Indenture in the manner therein set forth; and it is likewise provided that upon the resignation of the co-trustee, the trustee or its successor shall appoint a new co-trustee; and

WHEREAS, the Company desires to appoint Harris Trust and Savings Bank as Successor Trustee to Bankers Trust Company, and the proper officers of the Company have been duly authorized by resolution of the Board of Directors of the Company to appoint Harris Trust and Savings Bank as such Successor Trustee; and said Harris Trust and Savings Bank desires to appoint Harold Eckhart as Successor Co-Trustee; and

WHEREAS, Harris Trust and Savings Bank is a bank and trust company in good standing, organized and existing under the laws of the State of Illinois, with its principal place of business in the City of Chicago, Illinois, and is willing, qualified and able to accept such trust upon reasonable and customary terms; and Harold Eckhart is willing to accept the appointment as Successor Co-Trustee thereunder;

NOW, THEREFORE:

1. Bankers Trust Company and R. Gregory Page, as trustee and co-trustee, respectively, under said Indenture, have elected to resign and do hereby resign, as trustee and co-trustee, respectively, under said Indenture, pursuant to the provisions in said Indenture contained, such resignations to take effect at the time hereinafter set forth in paragraph numbered 5 hereof.

2. The Company, pursuant to the provisions in said Indenture contained, does hereby constitute and appoint Harris Trust and Savings Bank as Successor Trustee under said Indenture, in succession to said Bankers Trust Company, such appointment to take effect at the time set forth in paragraph numbered 5 hereof. Pursuant to the provisions in said Indenture contained, Harris Trust and Savings Bank, as Successor Trustee, hereby appoints Harold Eckhart as Successor Co-Trustee under said Indenture, in succession to said R. Gregory Page, such appointment to take effect at the time set forth in said paragraph numbered 5 hereof.

3. Harris Trust and Savings Bank and Harold Eckhart hereby accept appointment as Successor Trustee and Successor Co-Trustee, respectively, under said Indenture, in succession to said Bankers Trust Company and R. Gregory Page, respectively, effective at the time hereinafter set forth in paragraph numbered 5 hereof.

4. Harris Trust and Savings Bank and Harold Eckhart shall, upon their succession to the trusteeship under said Indenture, be vested with all the estates, properties, rights, powers, trusts, duties, obligations and immunities of their predecessor trustees under said Indenture with like effect as if originally named as trustees thereunder, and all said estates, properties, rights, powers, trusts, duties, obligations and immunities are hereby expressly conveyed, assigned and transferred by Bankers Trust Company and R. Gregory Page to Harris Trust and Savings Bank and Harold Eckhart, as Trustees (which conveyance, assignment and transfer is hereby confirmed by the Company), such conveyance, assignment and transfer to be effective, however, at the time set forth in paragraph numbered 5 hereof.

5. The resignation of Bankers Trust Company and R. Gregory Page as trustees under said Indenture, the appointment of Harris Trust and Savings Bank and Harold Eckhart as Successor Trustees, and the conveyance, assignment and transfer to Harris Trust and Savings Bank and Harold Eckhart by Bankers Trust Company and R. Gregory Page of all of their estates, properties, rights, powers, trusts, duties, obligations and immunities as trustees under said Indenture (and the confirmation thereof by the Company) shall be effective thirty-one days from the date hereof (provided, however, that in case a successor trustee shall be appointed by the bondholders in the manner set forth in said Indenture, then in that event Harris Trust and Savings Bank, as Successor Trustee, shall be superseded and retired as Successor Trustee under said Indenture).

6. This Supplemental Indenture shall constitute and is accented as notice:

(a) To the Company by Bankers Trust Company and R. Gregory Page of their resignation as trustees under said Indenture.

(b) To Bankers Trust Company and R. Gregory Page and Harris Trust and Savings Bank by the Company of the appointment of Harris Trust and Savings Bank as Successor Trustee; and

(c) To the Company and to Bankers Trust Company and R. Gregory Page of the appointment of Harold Eckhart as Successor Co-Trustee and of the acceptance by Harris Trust and Savings Bank of its appointment as Successor Trustee and of the acceptance by Harold Eckhart of his appointment as Successor Co-Trustee;

and the execution of this Supplemental Indenture by the Company, Bankers Trust Company, R. Gregory Page, Harris Trust and Savings Bank and Harold Eckhart shall be deemed to be acknowledgment of the receipt by each of them of such notice.

In Witness Whereof, the Bank of Sep 2