

INDENTURE dated as of December 1, 1938, between CITIES SERVICE GAS COMPANY, a corporation of the State of Delaware (hereinafter called the "Company"), party of the first part, and CENTRAL HANOVER BANK AND TRUST COMPANY, a corporation of the State of New York (hereinafter called the "New York Trustee"), and COMMERCE TRUST COMPANY, a corporation of the State of Missouri and having its principal place of business in Kansas City, Missouri (hereinafter called the "Missouri Trustee"), the New York Trustee and the Missouri Trustee being hereinafter collectively called the "Trustees", parties of the second part.

WHEREAS the Company is authorized by law, and deems it necessary from time to time, to borrow money for its proper corporate purposes, and to that end, in the exercise of said authority, has duly authorized and directed the creation of an issue of its bonds of substantially the form and terms hereinafter in this Indenture provided or permitted; and, in order to secure the payment of the principal of and interest on said bonds (hereinafter called the "Bonds"), to provide for the authentication and delivery thereof by the New York Trustee and to establish and declare the terms and conditions upon which the Bonds are to be issued and secured, the Company has duly authorized and directed the execution and delivery of this Indenture; and

WHEREAS, the texts of the Bonds, the coupons to be attached thereto and the certificate of the New York Trustee to be executed thereon, are to be substantially in the following forms, respectively, with such appropriate omissions, insertions and variations as are in this Indenture provided or permitted:

REGISTRATION FEE

No. 21,169
Amt. of Indebtedness \$2,111,340.00 Fee \$57.778⁵⁰
Paid this 4 day of Jan 1939
Virgil E. Davis
Register of Deeds, Montgomery Co., Kansas
(Official Seal)