

Company, if such meeting shall have been called by the Company, provided that in either such case copies of such regulations shall be filed with the Trustee.

§ 13.04. Subject to the restrictions specified in § 13.03 and § 13.07, any registered holder of Bonds outstanding hereunder or any bondholder complying with the provisions of § 12.01, shall be entitled in person or by proxy to attend and vote at such meeting as holder of the Bonds registered or certified in the name of such holder without producing such Bonds. All others seeking to attend or vote at such meeting in person or by proxy must, if required by any authorized representative of the Trustee or the Company or by any other bondholder, produce the Bonds claimed to be owned or represented at such meeting, and every one seeking to attend or vote shall, if required as aforesaid, produce such further proof of Bond ownership or personal identity as shall be satisfactory to the authorized representative of the Trustee, or if none be present then to the Inspectors of Votes hereinafter provided for. All proxies presented at any meeting shall be delivered to said Inspectors of Votes and filed with the Trustee.

§ 13.05. A permanent Chairman and a permanent Secretary of such meeting shall be elected from those present by the bondholders and proxies present by a majority vote irrespective of the amount of their holdings. The Trustee, if represented at the meeting, shall appoint two Inspectors of Votes who shall decide as to the right of anyone to vote and shall count all votes cast at such meeting, except votes on the election of a Chairman and Secretary, as aforesaid, and who shall make and file with the Secretary of the meeting their verified written report in duplicate of all such votes so cast at said meeting. If the Trustee shall not be represented at the meeting or shall fail to nominate such Inspectors of Votes or if either Inspector of Votes

fails to attend the meeting, the vacancy shall be filled by appointment by the permanent Chairman of the meeting.

§ 13.06. Subject to the provisions of § 13.11 hereof, the holders of not less than seventy-five per centum (75%) in principal amount of the Bonds outstanding hereunder when such meeting is held must be present at such meeting in person or by proxy in order to constitute a quorum for the transaction of business, less than a quorum, however, having power to adjourn; provided, however, that if such meeting is adjourned by less than a quorum for more than fourteen (14) days, notice thereof shall forthwith be mailed by the Trustee if such meeting shall have been called by the Trustee (a) to the Company and to the bondholders as provided in § 13.02, and shall be published at least once in each fourteen (14) day period of such adjournment in a newspaper printed in the English language and published daily (except Sundays and holidays) and of general circulation in the City of Kansas City, Missouri. The failure to mail such notice to any such bondholder as aforesaid shall in no case affect the validity of any action taken at any meeting held pursuant to such adjournment. If such meeting shall have been called by bondholders or by the Company after the failure of the Trustee to call the same after being requested so to do in accordance with the provisions of § 13.02, notice of such adjournment shall be given by the permanent Chairman and permanent Secretary of the meeting in the newspaper and for the number of times above specified in this Section and shall be sufficient if so given.

§ 13.07. Subject to the provisions of § 13.11 hereof, any modification or alteration of this Indenture and/or of any indentures supplemental hereto and/or of the rights and obligations of the Company and/or of the holders of Bonds and coupons issued hereunder in any particular may be

made at a meeting of bondholders duly convened and held in accordance with the provisions of this Article, but only by resolution duly adopted by the affirmative vote of the holders of seventy-five per centum (75%) or more in principal amount of the Bonds outstanding hereunder, and, if the rights of one or more, but less than all, series of Bonds then outstanding are to be affected by action taken at such meeting, then also by affirmative vote of the holders of at least seventy-five per centum (75%) in principal amount of the Bonds then outstanding of each series of Bonds so to be affected, when such meeting is held, and approved by resolution of the Board of Directors of the Company as hereinafter specified; provided, however, that no such modification or alteration shall, without the consent of the holder of any Bond issued hereunder affected thereby, permit (1) the extension of the maturity of the principal of such Bond, or (2) the reduction in the rate of interest thereon, or in the amount of the principal, or (3) the creation of any lien ranking prior to, or on a parity with, the lien of this Indenture with respect to any of the property mortgaged or pledged hereunder, or (4) the reduction of the percentage required by the provisions of this Section for the taking of any action under this Section with respect to any Bond outstanding hereunder.

§ 13.08. A record in duplicate of the proceedings of each meeting of bondholders shall be prepared by the permanent Secretary of the meeting and shall have attached thereto the original reports of the Inspectors of Votes, and affidavits by one or more persons having knowledge of the facts, showing a copy of the notice of the meeting and a copy of the notice of adjournment thereof, if required under the provisions of § 13.06, and showing that said notices were mailed and published as provided in § 13.02 and, in a proper case, as provided in § 13.06. Such record shall

be signed and verified by the affidavits of the permanent Chairman and the permanent Secretary of the meeting, and one duplicate thereof shall be delivered to the Company and the other to the Trustee for preservation by the Trustee. Any record so signed and verified shall be proof of the matter therein stated, until the contrary is proved, and if such record shall also be signed and verified by the affidavit of a duly authorized representative of the Trustee, such meeting shall be deemed conclusively to have been duly convened and held and such record shall be conclusive, and any resolution or proceeding stated in such record to have been adopted or taken, shall be deemed conclusively to have been duly adopted or taken by such meeting. In connection with the verification of the record of any such meeting, the Trustee shall be subject to the provisions of § 16.02 and § 16.03 hereof. A true copy of any resolution or resolutions adopted by such meeting shall be mailed by the Trustee to each bearer or registered holder of Bonds referred to in (a), (b) and (c) of § 13.02, but failure to mail copies of such resolution or resolutions as aforesaid shall not affect the validity thereof. No such resolution or resolutions shall be binding until and unless such resolution or resolutions is or are approved by resolution of the Board of Directors of the Company, of which such resolution of approval, if any, it shall be the duty of the Company to file a certified copy thereof with the Trustee, but if such resolution is adopted and a certified copy thereof is filed with the Trustee, the resolution so adopted shall be deemed conclusively to be binding upon the Company, the Trustee and the holders of all Bonds and coupons issued hereunder, at the expiration of sixty (60) days after such filing, except in the event of a final decree of a court of competent jurisdiction setting aside such resolution, or annulling the action taken thereby in a legal action or equitable proceeding for such purposes commenced within such sixty (60) day