

consent of which is requisite to the legal issue of such bonds (specifying such authorities and the manner in which their consents are evidenced), or that no such consent is required; that the Company is duly authorized and entitled to issue such bonds in accordance with the provisions of this Indenture and the laws of the State of Missouri and the applicable laws of any other jurisdiction; that upon the issue of such bonds and receipt by the Company of the consideration to be paid therefor, such bonds will be the valid and binding obligations of the Company and the amount of bonds then outstanding under this Indenture will not exceed the amount at the time permitted by law; and that all conditions precedent provided for in this Indenture relating to the authentication and delivery of the additional bonds applied for have been complied with; and

(2) that, since the date of the last previous opinion of counsel filed with the Trustee in the same regard pursuant to any of the provisions of Sections 3.03, 3.04, 3.05 or 3.06 hereof (or, in the case of the first such opinion filed under any of said sections, since the date hereof), no property owned by the Company and therefore bonded has become subject to any lien or encumbrance not existing thereon at such prior date (or in the case of property bonded since such date, at the date of the opinion of counsel delivered at the time such property was bonded), prior to the lien of this Indenture, excepting permissible encumbrances.

(1) Documents evidencing the authorization by all governmental authorities, the consents of which are requisite to the legal issue of such bonds, in accordance with the opinion of counsel required to be filed pursuant to the provisions of subdivision 3 (1) of this Section 3.03.

SECTION 3.04. At any time after a deduction has been made on account of any outstanding prior lien bonds in connection with any application under this Indenture for the authentication and delivery of bonds or the withdrawal or reduction of cash, the Company may, in addition to the bonds authorized

to be issued under the other provisions of this Article III, execute and deliver to the Trustee, and the Trustee shall thereupon authenticate and deliver to or upon the order of the Company, additional bonds for an aggregate principal amount equal to the aggregate principal amount of such prior lien bonds, with respect to which a deduction has been made as aforesaid, which subsequent to such deduction shall have been deposited with the Trustee or paid or reduced or ascertained by a final judicial determination to be invalid, and in no case therefore bonded, but only upon receipt by the Trustee of:

(a) A certified resolution setting forth the same matters as are required to be stated pursuant to the provisions of subdivision 3 (a) of Section 3.03 hereof.

(b) Either

(1) the prior lien bonds made the basis of the application and then, or thereafter delivered to the Trustee, either uncancelled and pledged under this Indenture pursuant to the provisions of Section 3.09 hereof, to be held and dealt with by the Trustee in the manner and subject to the provisions of Article VI hereof, or cancelled at maturity or under the redemption or other provisions of the instrument evidencing the mortgage or other lien securing the same or otherwise,

(2) an officers' certificate, accompanied by a concurring opinion of counsel, to the effect that specified prior lien bonds made the basis of the application have been paid or reduced or ascertained by final judicial determination to be in whole or in part invalid, or constitute redeemed prior lien bonds, and specifying the amount of payment or reduction or the extent of invalidity or the amount of bonds redeemed, as the case may be.

(c) An officers' certificate stating in substance:

(1) that the prior lien bonds made the basis for the application have theretofore been deducted in connection with applications under this Indenture for

the authentication and delivery of bonds or the withdrawal or reduction of cash;

(2) that no part of the prior lien bonds made the basis for the application has theretofore been bonded;

(3) that the Company is not and, upon the granting of the application then being made, will not be in default in the performance of any of the terms or covenants of Sections 3.03, 3.09 and 3.10 hereof;

(4) that the Company is not, to the knowledge of the signers, in default in the performance of any of the other terms or covenants of this Indenture; and that all conditions precedent provided for in this Indenture relating to the authentication and delivery of the additional bonds applied for have been complied with; and

(5) that, since the date of the last previous officers' certificate filed with the Trustee in the same regard pursuant to any of the provisions of Sections 3.03, 3.04, 3.05 or 3.06 hereof (or, in the case of the first such officers' certificate filed under any of said sections, since the date hereof), no property owned by the Company and therefore bonded has, to the knowledge and belief of the signers, become subject to any lien or encumbrance not existing thereon at such prior date (or in the case of property bonded since such date, at the date of the officers' certificate pursuant to which such property was bonded), prior to the lien of this Indenture, excepting permissible encumbrances.

(d) An opinion of counsel to the effect:

(1) that such uncancelled prior lien bonds as shall have been deposited with the Trustee pursuant to this Section 3.04 have been legally and validly pledged under this Indenture;

(2) that the issue of bonds, the authentication and delivery of which have been applied for, has been duly authorized by all governmental authorities, the consent of which is requisite to the legal issue of such

bonds (specifying such authorities and the manner in which their consents are evidenced), or that no such consent is required; that the Company is duly authorized and entitled to issue such bonds in accordance with the provisions of this Indenture and the laws of the State of Missouri and the applicable laws of any other jurisdiction; that upon the issue of such bonds and receipt by the Company of the consideration to be paid therefor, such bonds will be the valid and binding obligations of the Company and the amount of bonds then outstanding under this Indenture will not exceed the amount at the time permitted by law; and that all conditions precedent provided for in this Indenture relating to the authentication and delivery of the additional bonds applied for have been complied with; and

(3) that, since the date of the last previous opinion of counsel filed with the Trustee in the same regard pursuant to any of the provisions of Sections 3.03, 3.04, 3.05 or 3.06 hereof (or, in the case of the first such opinion filed under any of said sections, since the date hereof), no property owned by the Company and therefore bonded has become subject to any lien or encumbrance not existing thereon at such prior date (or in the case of property bonded since such date, at the date of the opinion of counsel delivered at the time such property was bonded), prior to the lien of this Indenture, excepting permissible encumbrances.

(e) An accountant's certificate or independent accountant's certificate, as the case may be, as to the same matters as would be required to be stated pursuant to the provisions of subdivision 3 (f) of Section 3.03 hereof, if, and only to the extent that, such certificate would be required if the prior lien bonds made the basis of the application were bonds and such certificate would be required to be delivered pursuant to the provisions of Section 3.06 hereof.

(f) Documents evidencing the authorization by all governmental authorities, the consents of which are requisite to the legal issue of such bonds, in accordance with