

Section 13. In case at any time either Trustee or any successor trustee shall resign or shall be removed or shall become incapable of acting or shall be adjudged bankrupt or insolvent, or if a receiver of the Corporate Trustee or any successor, or of its property, shall be appointed, or if any public officer in the exercise of his official powers shall take charge or control of the Corporate Trustee or any successor, or its property or affairs, or if a vacancy shall arise in the trusteeship under the Mortgage from any cause, a successor trustee or successor trustees may be appointed by the holders of a majority in principal amount of the Outstanding Bonds, by an instrument or concurrent instruments in writing signed and acknowledged by such holders or their attorneys-in-fact duly authorized and delivered to such new trustee hereunder, notification being given to the Company and the predecessor trustee provided, however, (i) that until a new Corporate Trustee shall be appointed by the holders of Outstanding Bonds as aforesaid and shall accept such appointment, the Company, by an instrument duly executed and acknowledged by its proper officers, by authority of its Board of Directors, shall appoint a Corporate Trustee to fill the vacancy until the appointment of a new Corporate Trustee by such holders as herein authorized, and (ii) until a new Individual Trustee shall be appointed by the holders of Outstanding Bonds as aforesaid and shall accept such appointment, the Corporate Trustee, by an instrument duly executed and acknowledged by its President or Vice President under its corporate seal, shall appoint an Individual Trustee to fill the vacancy until the appointment of a new Individual Trustee by such holders as herein authorized. The Company shall publish notice of any such appointment made by it or by the Corporate Trustee or by the holders of Outstanding Bonds as aforesaid once each week for two successive weeks in a Daily Newspaper in the City of Chicago, State of Illinois, and in a Daily Newspaper

in the Borough of Manhattan, City and State of New York, the first publication in each such Daily Newspaper to be within 10 days after such appointment has been made. Any new trustee appointed by the Company or by the Corporate Trustee shall, immediately and without further act, be superseded by a trustee appointed by the holders of Outstanding Bonds in the manner above provided if the appointment by such holders be made within one year after the first publication of the notice of the appointment of the new trustee by the Company.

Every Corporate Trustee appointed under any of the provisions of this Section 13 shall be a trust company or a banking corporation in good standing organized under the laws of the United States or of any State, having an office in the City of Chicago, State of Illinois, or in the Borough of Manhattan, City and State of New York, and having a capital and surplus aggregating at least \$5,000,000, and every Individual Trustee appointed under any provision of this Section 13 shall be a citizen of the State of Missouri.

If in a proper case no appointment of a successor trustee shall be made by the holders of Outstanding Bonds pursuant to the foregoing provisions of this Section 13 within six months after the happening of any of the events set forth in the first paragraph of this Section 13, the holder of any Bond outstanding hereunder or any retiring trustee hereunder may apply to any court of competent jurisdiction to appoint a successor trustee. Said court may thereupon, after such notice, if any, as said court may deem proper and prescribe, appoint a successor trustee. Any trustee appointed by the Company shall, immediately and without further act, be superseded by a trustee appointed by any such court in the manner above provided, if such appointment by such court be made within 18 months after the first publication of the

notice of the appointment of the new trustee by the Company. If application shall be made to any such court within such 18 months' period in this paragraph provided, the holders of Outstanding Bonds shall have no power to appoint a trustee as in this Section 13 provided unless such application shall be dismissed within one year after the first publication of the notice of the appointment of a new trustee by the Company.

Any successor trustee appointed hereunder shall execute, acknowledge and deliver to the predecessor trustee hereunder and to the Company as instrument in writing accepting such appointment hereunder, and thereupon said successor trustee, without any further act, deed or conveyance, shall become fully vested with all the estate, properties, rights, powers, trusts, duties and obligations of its predecessor in trust hereunder, with like effect as if originally named as trustee herein; but the retiring trustee, nevertheless, on the written request of the Company or of the successor trustee, and upon payment of its unpaid compensation and expenses, if any, shall execute, acknowledge and deliver such instruments of conveyance and further assurances and do such other things as reasonably may be required for more fully and certainly vesting and confirming in said successor trustee all the right, title and interest of the retiring trustee in and to the mortgaged property and said rights, powers, trusts, duties and obligations; and the retiring trustee shall also upon like request and payment of its unpaid compensation and expenses as aforesaid, pay over, assign and deliver to the successor trustee any money and other property subject to the lien of the Mortgage then held by it, and deliver any and all records, or copies thereof, in respect of the trusts hereunder which it may have, and upon request of any such successor trustee the Company shall execute, acknowledge and

deliver any and all deeds, conveyances or other instruments in writing for more fully and certainly vesting in and confirming to such successor trustee said estates, properties, rights, powers, duties and obligations, provided, however, that such successor trustee shall not authenticate Bonds in the name of such predecessor trustee.

Section 14. No right, title or interest in or to any part of the mortgaged property shall vest in the Individual Trustee by virtue of the Mortgage, except that all right, title and interest of the Trustee in and to that part of the mortgaged property located in the State of Missouri shall, to the extent required by the laws of Missouri, vest in Dale F. Johnston and his successor or successors as Individual Trustee. The Individual Trustee has been joined as Trustee solely to comply with existing statutory requirements respecting trustees under deeds of trust in said State, and shall, as such Trustee, have all such powers, but only such powers, as may be necessary to comply with such requirements, and in all action hereunder shall comply with such requests as may be made from time to time in writing by the Corporate Trustee. Any such request in writing by the Corporate Trustee to the Individual Trustee shall be sufficient warrant for the Individual Trustee to take any action so requested and full protection for any action taken in accordance with such request.

Except as provided in the preceding paragraph of this Section 14, the Corporate Trustee shall solely and exclusively have and exercise all the powers, and be charged with the performance of all duties, herein declared to be had and exercised or performed on the part of the Trustee. The Individual Trustee may delegate to the Corporate Trustee the exercise of any power, discretionary or otherwise, conferred by any of the provisions of the Mortgage, except in so far as the Corporate Trustee may not lawfully have and exercise any