

120

tion of a fully registered bond, the portion thereof to be redeemed and that on the date fixed for redemption interest on such bonds or portion thereof shall cease. A copy of such notice shall also be mailed by the Company, first class, postage prepaid, at least thirty (30) days before such Sinking Fund Payment Date to the registered owners of the registered bonds of the 1929 Series which are to be redeemed in whole or in part (whether fully registered or registered as to principal only) at their last addresses appearing on the bond register, but failure to mail any such notice or any defect in such mailing shall not affect the validity of the proceedings for any such redemption. Proof in form satisfactory to the Principal Trustee of the publication and mailing of such notice, as hereinabove provided, shall be furnished to the Principal Trustee by the Company on or before such Sinking Fund Payment Date, together with a certificate of the Company containing the statements required by paragraph (i) of § 2.01.

(f) Any cash balance at any time in the Sinking Fund amounting to less than a sum sufficient to redeem \$25,000 principal amount of bonds shall be added to any succeeding Sinking Fund cash payment or payments, and be applied to such purchase or redemption along with such succeeding payment or payments.

(g) All bonds purchased, redeemed, or retired under the provisions of this § 2.23 and the appurtenant coupons shall forthwith be cancelled, and the Principal Trustee shall note on its records the fact of such cancellation and shall deliver the bonds so cancelled to or upon the order of the Company.

Bonds so purchased, redeemed or retired, or surrendered to the Principal Trustee in satisfaction of all or any part of the Company's obligation under this Section, shall not thereafter, so long as any bonds of the 1929 Series are outstanding, be made the basis for the issue of bonds, or the withdrawal of cash, or the taking of a credit under any of the provisions of this Indenture.

122

to be redeemed, in whole or in part, shall be fully registered bonds or coupon bonds registered as to principal, notice of redemption shall be sufficiently given if mailed, postage prepaid, by registered mail, at least thirty (30) and not more than sixty (60) days prior to the date on which such redemption is to be made, to all registered owners of bonds to be redeemed, at their addresses as the same shall appear on the bond registry of the Company; otherwise notice of redemption shall be given by publication thereof once in each of any four (4) successive weeks (in each case on any day of the week), in at least one authorized newspaper in Kansas City, Missouri, and one authorized newspaper in the Borough of Manhattan, The City of New York (in each instance upon any day of the week, the first publication to be made not less than thirty (30) and not more than sixty (60) days prior to such redemption date). If notice by publication shall be required, notice shall also be mailed by the Company, postage prepaid, within the time aforesaid to each registered owner of bonds to be redeemed, but in such case neither failure to mail such notice to any such registered owner or owners nor any imperfection or defect in such notice shall affect the validity of the proceedings for redemption. Each notice of redemption shall state such election on the part of the Company and shall specify, in case less than all of the bonds of a series are to be redeemed, the serial numbers of the bonds to be redeemed, and shall also state that the interest on the bonds in such notice designated for redemption shall cease to accrue on such redemption date and that on said date there will become due and payable upon each of said bonds the redemption price therein specified, at the principal office of the Principal Trustee.

Any election of the Company to redeem bonds may be rescinded by the Company at any time prior to the first publication or the mailing of the notice of redemption.

In case the Company shall have elected to redeem less than all the outstanding bonds of any series, it shall, in each such instance, at least ten (10) days before the date upon which the first publication or the mailing of notice of redemption is required to be made, notify the Principal Trustee in writing of such election and of the aggregate principal amount of bonds of such series to be redeemed.

121

## ARTICLE 5

## REDEMPTION OF BONDS

§ 5.01. The bonds of the 1929 Series shall be redeemable prior to maturity, upon not less than thirty (30) nor more than sixty (60) days' prior notice, as a whole at any time, or from time to time in part by lot, at the option of the Company (exercised by resolution of the Board, a certified copy of which shall be delivered to the Principal Trustee), at the principal amount of the bonds so to be redeemed and accrued interest to the date fixed for redemption together with a premium equal to a percentage of the principal amount thereof determined as set forth in the tabulation below (hereinafter called the redemption price):

| If redeemed during twelve month period ending August 31 | Premium | If redeemed during twelve month period ending August 31 | Premium |
|---|---------|---|---------|
| 1930.....   | 3.75%   | 1960.....   | 1.80%   |
| 1931.....   | 3.60%   | 1961.....   | 1.65%   |
| 1932.....   | 3.40%   | 1962.....   | 1.40%   |
| 1933.....   | 3.20%   | 1963.....   | 1.20%   |
| 1934.....   | 3.00%   | 1964.....   | 1.00%   |
| 1935.....   | 2.80%   | 1965.....   | .80%    |
| 1936.....   | 2.60%   | 1966.....   | .60%    |
| 1937.....   | 2.40%   | 1967.....   | .40%    |
| 1938.....   | 2.20%   | 1968.....   | .20%    |
| 1939.....   | 2.00%   | 1969.....   | .0%     |

§ 5.02. Such of the bonds of any other series issued hereunder as are, by their terms, redeemable before maturity, may, at the option of the Company (exercised by resolution of the Board, a certified copy of which shall be delivered to the Principal Trustee), be redeemed at such times, in such amounts and at such prices (herein referred to as the redemption price) as may be specified therein and in accordance with the provisions hereinafter set forth in this Article.

§ 5.03. If the Company shall elect to effect such redemption, it shall give notice thereof in accordance with this Section. If all bonds

123

The selection of bonds to be redeemed shall, in case less than all of the outstanding bonds of any series are to be redeemed, be made by the Principal Trustee either (a) in accordance with the provisions of any agreement, satisfactory to the Principal Trustee, duly executed by the registered owners of all of the bonds of such series if at the time of selecting all of the outstanding bonds of such series shall be either fully registered bonds or coupon bonds registered as to principal and shall all be registered in the names of one or more parties to said agreement and an executed counterpart of said agreement shall have been filed with the Principal Trustee at or prior to the time of selection, or (b) if the provisions of the preceding Clause (a) shall not be applicable, by drawing the bonds to be redeemed by lot, from the bonds of such series theretofore authenticated and delivered hereunder and not previously cancelled by the Principal Trustee or called for redemption, in any manner deemed by the Principal Trustee to be fair and proper. The Principal Trustee shall promptly notify the Company in writing of the distinctive numbers of the bonds so selected for redemption.

In case any fully registered bond shall be redeemed in part only, the notice of redemption shall specify the principal amount thereof to be redeemed and shall state that, upon the presentation of such fully registered bond for partial redemption, a new bond or bonds of the same series of an aggregate principal amount equal to the unredeemed portion of such fully registered bond will be issued in lieu thereof; and in such case the Company shall execute and the Principal Trustee shall authenticate and deliver to or upon the written order of the registered owner of any such fully registered bond, at the expense of the Company, a bond or bonds of the same series, and in either coupon or fully registered form (but only in authorized denominations) for the principal amount of the unredeemed portion of such fully registered bond, or, at the option of the registered owner of such fully registered bond, the Principal Trustee shall, upon presentation thereof for the purpose, make a notation thereon of the payment of the portion thereof so called for partial redemption.

Notice having been given as aforesaid, the bonds (or the specified portion of fully registered bonds) so to be redeemed shall on the