

bonds, if any series authenticated and delivered thereafter, if deemed necessary or desirable by the Trustees.

§ 14.03. In each and every case provided for in this Article, the Trustees shall be entitled to exercise their discretion in determining whether or not any proposed supplemental indenture, or any term or provision therein contained, is proper or desirable, having in view the purposes of such instrument, the needs of the Company, and the rights and interests of the bondholders, and the Trustees shall be under no responsibility or liability to the Company or to any bondholder or to anyone whomsoever, for any act or thing which they may do or decline to do in good faith and without negligence, subject to the provisions of this Article, in the exercise of such discretion. The Trustees shall be entitled to receive, and (subject to the provisions of § 15.02 and § 15.03) shall be fully protected in relying upon, an opinion of counsel, as conclusive evidence that any such supplemental indenture complies with the provisions of this indenture, and that it is proper for the Trustees, under the provisions of this Article, to join in the execution of such supplemental indenture.

§ 14.04. Any supplemental indenture entered into pursuant to the provisions of this Article shall conform to the Trust Indenture Act of 1939 as in force on the date of the execution hereof or as in force upon the date of such supplemental indenture.

ARTICLE 15

BONDHOLDERS' MEETINGS AND CONSENTS

§ 15.01. The Principal Trustee may at any time call a meeting of the bondholders to take any action specified in § 15.06. In the event of the Principal Trustee's failing for ten (10) days to call such a meeting after being thereto requested either by the Company or by the holders of at least ten per centum (10%) in aggregate principal amount of the bonds outstanding, by written request setting forth in reasonable detail the action proposed to be taken at the meeting, either the Company or the holders of at least ten per centum (10%) in

aggregate principal amount of the bonds outstanding may call such meeting. Every such meeting shall be held in the Borough of Manhattan, The City of New York. For the purposes of this Article, the amount of bonds outstanding shall be determined in the manner provided in § 1.03, and no bond excluded or disregarded under the provisions of said § 1.03 in computing or determining a required percentage of the aggregate principal amount of bonds shall be entitled to vote or consent under the provisions of this Article.

§ 15.02. Notice of every meeting of bondholders called pursuant to § 15.01, setting forth the purpose of such meeting in reasonable detail and the place and time of such meeting, and in general terms the business to be transacted, shall be mailed by the Principal Trustee, not less than thirty (30) days before such meeting (a) to each registered owner of outstanding registered bonds (whether fully registered, or registered as to principal only) affected by the business to be submitted to the meeting addressed to him at his address appearing on the registration books of the Company, (b) to each holder of any bond payable to bearer so affected who shall within two years have filed with the Principal Trustee an address for notices to be addressed to him, (c) to each other holder of any other bond affected by the business to be submitted to the meeting whose name and address appear on the latest information furnished to the Principal Trustee, as provided in § 6.01, and (d) to the Company or the Principal Trustee, as the case may be; and shall be published at least four (4) times, at intervals of not less than five (5) days, in an authorized newspaper in Kansas City, Missouri, and in an authorized newspaper in the Borough of Manhattan, The City of New York, the first publication in each such newspaper to be not less than sixty (60) and not more than ninety (90) days prior to the date fixed for the meeting; provided that such first publication may be less than sixty (60) but not less than thirty (30) days prior to the date fixed for the meeting if the Principal Trustee in its absolute discretion deems such shorter notice advisable, and that it shall not be necessary for all four publications to be made in the same authorized newspaper in any city; provided, however,

that the mailing of such notice to any bondholders shall in no case be a condition precedent to the validity of any action taken at any such meeting, and neither failure so to mail such notice to any such holder or holders nor any defect in such notice shall affect the validity of the proceedings taken at such meeting. The cost of publishing and/or mailing any such notice or notices shall be paid by the Company. Any meeting of bondholders shall be valid without notice, if the holders of all bonds then outstanding hereunder are present in person or by proxy and if the Company and the Principal Trustee are present by duly authorized representatives, or if notice is waived in writing before or after the meeting by the Company, the holders of all bonds outstanding hereunder or by such as are not present in person or by proxy, and by the Principal Trustee.

§ 15.03. The Principal Trustee may (for the purpose of enabling the bondholders to be present and vote at any meeting without producing their bonds, and of enabling them to be present and vote at any such meeting by proxy) make, and may from time to time vary, such regulations as it shall think fit for the deposit of unregistered bonds with or the exhibition thereof to any bank, banker or trust company or corporation, firm or person, approved by the Principal Trustee, and for the issue, to the person so depositing or exhibiting the same, of certificates by such bank, trust company or corporation, firm or person entitling the holders thereof to be present and vote at any such meeting and to appoint proxies to represent them and vote for them at any such meeting and at any adjournment thereof in the same way as if the persons so present and voting either personally or by proxy were the actual bearers of the bonds in respect of which such certificates shall have been issued, *provided* regulations so made shall be binding and effective and the votes given in accordance therewith shall be valid and shall be counted. Any such certificate, which does not require such bond or bonds to be deposited and remain on deposit until after the meeting or until surrender of such certificate, shall either (a) recite that the bond or bonds in respect of which such certificate was issued have been endorsed by any such bank, banker,

trust company or corporation, firm or person, with a notation as to the issuance of such certificate (and all such bonds shall be so endorsed), or (b) shall entitle the holder thereof or his proxy to vote at any meeting only if the bond or bonds in respect of which it was issued are not produced at the time of the meeting by any person and are not at the time of the meeting registered in the name of any person or exchanged for a registered bond or bonds without coupons. In the event that two or more such certificates shall be issued with respect to any bond or bonds, the certificate bearing the latest date shall be recognized and be deemed to supersede any certificate or certificates previously issued in respect of such bond or bonds. If any such meeting shall have been called by bondholders or by the Company as aforesaid, upon failure of the Principal Trustee to call the same after having been so requested to do under the provisions of § 15.01, regulations to like effect for such deposit of bonds with, and issue of certificates by, any bank, banker or trust company organized under the laws of the United States of America, or of any State thereof, having a capital of not less than \$500,000, shall be similarly binding and effective for all purposes hereof, if adopted or approved by the bondholders calling such meeting or by the Board of Directors of the 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 Principal Trustee. Owners of fully registered bonds and coupon bonds registered as to principal may, by proxy duly constituted in writing, appoint any person to vote at any meeting for them. Each such writing shall state the aggregate principal amount of bonds in respect of which the person authorized thereby is entitled to vote. Save as in this Section otherwise expressly provided the only persons who shall be recognized at any meeting as holders of any bonds, or as entitled to vote or be present at the meeting in respect thereof, shall be the persons who produce unregistered bonds at the meeting and the registered bondholders (whether fully registered or registered as to principal only).

§ 15.04. The quorum at any such meeting shall be persons holding or representing by proxy at least seventy-five per centum (75%) in

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