

opinion of the signers, proper; and that the bonded cost of bondable property not subject to an unfunded prior lien retired by the Company during the period since the last day of the period covered pursuant to paragraph (4) of this Subdivision (a) does not exceed the aggregate of (1) the balance of net bondable value of property additions not subject to an unfunded prior lien stated pursuant to paragraph (10) of this Subdivision (a); and (10) the cost to the Company of the gross property additions not subject to an unfunded prior lien not included in any certificate with respect to net bondable value of property additions not subject to an unfunded prior lien filed with the Trustee.

(12) That the allowances or charges, if any, for interest, taxes, engineering, legal expenses, superintendence, insurance, casualties and other items during construction, included in the cost to the Company of such of the property additions described in the certificate as were constructed by or for the Company, are such as are properly chargeable to fixed property accounts under the regulations, rules and orders, if any, with respect to such matters in force at the time of construction, of the State Corporation Commission of Kansas or other public body or authority having jurisdiction or supervisory authority over the accounts of the Company, and are such as are, in the opinion of the signers, proper in respect of the particular property additions specified.

(13) That no portion of the cost or the fair value to the Company of such property additions described in the certificate should properly have been charged to maintenance or repairs, and that no expenditures are included in the certificate, which under the regulations, rules and orders, if any, with respect to such matters in force at the time, of the State Corporation Commission of Kansas or other public body or authority having

jurisdiction or supervisory authority over the accounts of the Company, or, if there are no such regulations, rules and orders, in the opinion of the signers, are not properly chargeable to fixed property accounts.

(14) Whether any portion of the property additions described in the certificate is at the time subject to a prior lien, and, if so, the total amount of all prior lien bonds secured thereby and a brief statement of the nature and extent of the mortgage or other lien securing the same, and whether such prior lien is a funded prior lien, and, if not, specifying the amounts of prior lien bonds and cash which must be deposited with the Trustee or with a trustee or other holder of any prior lien securing such prior lien bonds or other funded prior lien bonds, in order to constitute such prior lien a funded prior lien; and whether any portion of such property additions is, at the time, subject to a judgment lien and, if so, a brief statement of the nature and extent of such judgment lien and what, if any, funds have been theretofore deposited with the Trustee on account of such judgment lien.

(15) That no portion of the property additions described in the certificate is subject to any mortgage, pledge or other lien prior to the lien of this Indenture, except the prior liens and judgment liens, if any, specified pursuant to paragraph (14) above and permitted liens and, in the case of property additions to or upon leasehold estates, as permitted by this Indenture, the lien reserved by the lease for rent and for compliance by the Company with the terms of the lease; and that no portion of such property additions is subject to any easement or similar encumbrance except such as, in the opinion of the signers, does not impair the continued use of such property additions for the purposes for which they were acquired.

(16) That the terms used in the certificate which are defined in Article I are used as therein defined.

(b) In case any property additions are shown by the engineer's certificate provided for in Subdivision (a) of this Section 4 to consist of an acquired plant or system, an independent engineer's certificate stating, in the opinion of the signer, the fair value to the Company of the gross property additions consisting of such acquired plant or system, except such as have been retired by the Company, determined as provided in Article I.

(c) In case any property additions are shown by the engineer's certificate provided for in Subdivision (a) of this Section 4 to have been acquired or paid for in whole or in part through the issue or delivery of shares of stock or other securities, an appraiser's certificate, stating the fair value in each of such shares of stock or other securities at the time of the issue or delivery thereof in payment for such property additions.

(d) Such instruments of conveyance, transfer and assignment as, in the opinion of counsel, may be necessary to vest in the Trustee to hold as a part of the mortgaged property all right, title and interest of the Company in and to the property additions described pursuant to Subdivision (a) (3) of this Section 4, or the opinion of counsel that no such instruments are necessary for such purpose.

(e) An opinion of counsel to the effect that:

(1) The Company has, or upon delivery of the instruments of conveyance, transfer or assignment, if any, specified in such opinion will have, good title to any tracts or parcels of land mentioned or described in the engineer's certificate provided for in Subdivision (a) of this Section 4 (except such as have been retired), subject only to such defects therein as the Company may have power by appropriate legal proceedings to cure, or which, in the

opinion of such counsel, are inconsequential, and to such liens and encumbrances as are referred to in paragraph (6) below;

(2) If such property additions include any transmission line or distribution line equipment or dams or other similar structures installed by the Company under easements, rights-of-way, or leases over private property for towers, poles, wires, conduits or mains, or for transmission line or distribution line purposes, or rights, permits or licenses to use or appropriate water or to overflow the land of others by the erection of dams or otherwise, or such easements, rights-of-way, and leasehold interests or such rights, permits or licenses, the Company is entitled to such right-of-way or easement or such leasehold interest or such right, permit or license, as the case may be, for an unlimited period of time, or for a period of time extending for so long as the Company shall continue to use the same for the purposes for which they were granted, or for a period extending beyond the date of maturity of the additional Bonds applied for and also beyond the date of maturity of all Bonds then outstanding under this Indenture, subject only to such defects in the rights of the Company thereto as the Company may have power by appropriate legal proceedings to cure or as, in the opinion of such counsel, are inconsequential, and subject to such liens and encumbrances as are referred to in paragraph (6) below;

(3) If such property additions include any transmission line or distribution line equipment or dams or other similar structures located or constructed on, over or under public highways or other public property, the Company has the lawful right, under permits or franchises granted by a governmental body having jurisdiction in the premises or by the law of the State in which such property is located, to maintain and operate such equipment or structures for an unlimited, indeterminate or indefinite period of time or for the period, if any, specified