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State of New York }  
County of New York } ss:

In re assurance, that on this 24th day of May, 1940, before me, the undersigned, Notary Public, within and for the County and State of New York, personally appeared HARRY W. RAINEY, Assistant Secretary of The Kansas Power and Light Company, a corporation duly organized, incorporated and existing under the laws of the State of Kansas, who are personally known to me to be such officers, and who, in the presence of the witnesses who executed as such officers the within instrument of writing, did read and acknowledged the execution of the same to be the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal on the day and year last above written.

*Harry W. Rainey*  
Notary Public

HARRY W. RAINEY  
Assistant Secretary  
The Kansas Power and Light Company  
Kansas City, Mo. 64112  
Notary Public, State of New York  
My Comm. Expires March 16, 1941

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HARRIS TRUST AND SAVINGS BANK, has caused its corporate name to be hereunto affixed, and this instrument to be signed by its President or a Vice-President and its corporate seal to be affixed by its Secretary or an Assistant Secretary, all as of the day and year first above written.

THE KANSAS POWER AND LIGHT COMPANY,

By *George S. Campbell*  
Assistant Secretary

By *Harry W. Rainey*  
President



Witnessed, sealed and delivered by THE KANSAS POWER AND LIGHT COMPANY, in the presence of:

*George S. Campbell*  
*Harry W. Rainey*

HARRIS TRUST AND SAVINGS BANK,  
As Trustee.



By *George S. Campbell*  
Secretary

By *Harry W. Rainey*  
Vice-President

Executed, sealed and witnessed by HARRIS TRUST AND SAVINGS BANK, in the presence of:

*George S. Campbell*  
*Harry W. Rainey*