

RESOLUTION NO. 7428

A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF TOPEKA, KANSAS ACKNOWLEDGING THE REMOVAL OF THE TRUSTEE NAMED IN A CERTAIN TRUST INDENTURE BETWEEN THE CITY AND SAID TRUSTEE RELATING TO THE CITY'S LEASEHOLD REVENUE BONDS SERIES 1994A AND TAXABLE LEASEHOLD REVENUE BONDS SERIES 1994B (LEAGUE OF KANSAS MUNICIPALITIES OFFICE BUILDING PROJECT), DATED JULY 1, 1994, AND APPOINTING UMB BANK, N.A., KANSAS CITY, MISSOURI AS SUCCESSOR TRUSTEE.

WHEREAS, in connection with the issuance by the City of Topeka, Kansas (the "City" or "Issuer") of its Leasehold Revenue Bonds Series 1994A and Taxable Leasehold Revenue Bonds Series 1994B (League of Kansas Municipalities Office Building Project), Dated July 1, 1994 (the "Bonds") the Issuer entered into a certain Trust Indenture dated as of July 1, 1994 (the "Indenture") between the Issuer and INTRUST Bank, N.A., Wichita, Kansas as trustee (the "Original Successor Trustee"); and

WHEREAS, in connection with the issuance of the Bonds, League of Kansas Municipalities (the "Tenant") entered into a Lease with the Issuer, dated as of July 1, 1994 (the "Lease") wherein the Tenant is obligated to make rental payments sufficient to provide for payment of the principal of and interest on the Bonds; and

WHEREAS, the Original Successor Trustee sold and transferred all or substantially all of its corporate trust business to BNY Trust Company of Missouri, St. Louis, Missouri (the "Current Trustee") who became the trustee under the Indenture pursuant to Section 1005 of the Indenture; and

WHEREAS, Section 1007 of the Indenture provides that, as long as no Default or Event of Default (as defined in the Indenture) shall have occurred and be continuing, the trustee may be removed at any time by the Issuer and the Tenant; provided, that such removal shall not be effective unless and until a successor trustee is appointed and qualified; and further provided that the Issuer shall have appointed a successor trustee that is qualified under the Indenture and has accepted the duties and responsibilities of the trustee under the Indenture as of such date; and

WHEREAS, the Issuer and the Tenant have declared its intent to remove the Current Trustee pursuant to Section 1007 of the Indenture effective as of January 31, 2004 (the "Effective Date") and have provided written notice by first class mail of such intention to the Current Trustee, and the Issuer; such written notice also requesting designation of UMB Bank, N.A., Kansas City, Missouri as successor trustee (the "Successor Trustee"), subject to the terms of said Section 1007 of the Indenture; and

WHEREAS, the Successor Trustee, being qualified to accept such trust under Section 1008 of the Indenture, has filed with the Issuer and the Tenant its written acceptance of the appointment as successor trustee and has accepted the duties and responsibilities of the trustee under the Indenture as of the Effective Date; and

WHEREAS, the Issuer desires to appoint UMB Bank, N.A. as the successor trustee.

THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF TOPEKA, KANSAS:

Section 1. The Issuer and Tenant have complied with the provisions of the Indenture in proceeding with the removal of the Current Trustee.

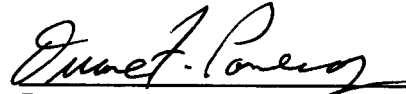
Section 2. The Successor Trustee is hereby appointed to serve as successor trustee under the Indenture as of the Effective Date.

Section 3. The Successor Trustee shall, without any further act, deed or conveyance, become fully vested with all the trusts, powers, rights, obligations, duties, remedies, immunities, protections, and privileges of the trustee under the Indenture, Lease, Bonds and other documents entered into in connection with the Bonds. Notwithstanding the foregoing, the Current Trustee is instructed to execute and deliver an instrument transferring to the Successor Trustee all the trusts, powers, rights, obligations, duties, remedies, immunities, protections, and privileges of the Current Trustee under the Indenture; and shall immediately deliver to the Successor Trustee all assets then in its possession and control as trustee under the Indenture, including but not limited to all funds on hand and deposited in the funds or accounts relating to the Bonds under the Indenture, any evidences of indebtedness representing the investment of such funds, all insurance policies and copies of all documents, accounts, books and records of any nature which have been prepared and maintained by the Current Trustee and relate to such assets and to the Bonds.

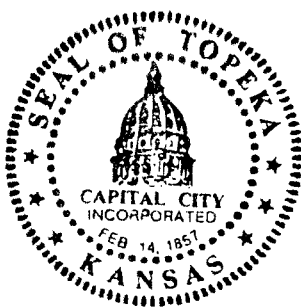
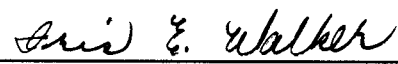
Section 4. This resolution and the appointment of the Successor Trustee as successor trustee under the Indenture shall in no way be deemed a release of the Original Trustee or Current Trustee from any damage or liability to which the Original Trustee or Current Trustee may have become subject as a result or in consequence of any act or omission while serving as trustee under the Indenture. Notwithstanding the removal of the Original Trustee, the provisions of the Indenture and other documents entered into in connection with the Bonds relating to the indemnification of the Original Trustee shall remain in effect as to the Original Trustee in addition to applying to the Successor Trustee.

PASSED and APPROVED by City Council DEC 30 2003.

CITY OF TOPEKA, KANSAS


Duane F. Pomeroy, Deputy Mayor

ATTEST:



Iris E. Walker, City Clerk

APPROVED AS TO FORM AND LEGALITY

DATE 12/22/03 BY BBC