

St. Louis City Ordinance 63002

FLOOR SUBSTITUTE

BOARD BILL NO. [93] 200

INTRODUCED BY ALDERMAN JOANNE WAYNE

AN ORDINANCE AUTHORIZING AND DIRECTING THE ISSUANCE IN THE NAME OF THE CITY OF ST. LOUIS OF TAXABLE AIRPORT REVENUE BONDS OF THE CITY IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$70,000,000, AS PART OF \$1,500,000,000 OF ADDITIONAL BONDS APPROVED BY THE VOTERS, TO FINANCE THE COST OF THE PURCHASE OF TRANS WORLD AIRLINES, INC.'S LEASEHOLD INTERESTS IN CERTAIN TERMINAL, CONCOURSE AND APRON AREAS, CARGO FACILITIES AND RELATED PERSONAL PROPERTY USED AT THE AIRPORT, THE PURCHASE OF FEE TITLE TO TRANS WORLD AIRLINES, INC.'S FLIGHT TRAINING CENTER AND RELATED PERSONAL PROPERTY, TRANS WORLD AIRLINES, INC.'S LEASEHOLD INTEREST IN AND IMPROVEMENTS UPON ITS HANGAR AND OFFICE BUILDING AND THE PURCHASE OF TRANS WORLD AIRLINES, INC.'S LEASEHOLD INTEREST IN ITS RESERVATION CENTER AND RELATED PERSONAL PROPERTY; SETTING FORTH CERTAIN TERMS AND CONDITIONS FOR SAID BONDS; APPOINTING A TRUSTEE, A CO-REGISTRAR AND PAYING AGENT IN CONNECTION WITH THE BONDS; APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE FOURTH SUPPLEMENTAL INDENTURE OF TRUST; AUTHORIZING THE NEGOTIATED SALE OF THE BONDS AND THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT; AUTHORIZING THE PURCHASE OF BOND INSURANCE AND THE APPROVAL AND EXECUTION OF DOCUMENTS NECESSARY TO COMPLY WITH THE DUTIES OF THE CITY UNDER ANY AGREEMENT FOR BOND INSURANCE; AUTHORIZING THE PREPARATION AND DISTRIBUTION OF THE PRELIMINARY OFFICIAL STATEMENT AND THE PREPARATION, EXECUTION AND DELIVERY OF THE OFFICIAL STATEMENT WITH RESPECT TO THE BONDS AND OTHER MATTERS WITH RESPECT THERETO; REPEALING ORDINANCES OF THE CITY TO THE EXTENT INCONSISTENT WITH THE TERMS HEREOF, AND RELATED MATTERS; APPROPRIATING THE TOTAL SUM OF FORTY MILLION DOLLARS (\$40,000,000.00) FROM THE AIRPORT CONSTRUCTION FUND, (THE "APPROPRIATED FUNDS"), SAID

APPROPRIATION CONTINGENT UPON THE SALE OF TAXABLE AIRPORT REVENUE BONDS, SERIES 1993A, WHICH SALE IS AUTHORIZED BY THIS ORDINANCE, SAID APPROPRIATED FUNDS TO BE EXPENDED TO PAY A PORTION OF THE COSTS FOR THE PURCHASE OF: TRANS WORLDS AIRLINES, INC.'S LEASEHOLD INTERESTS IN CERTAIN TERMINAL, CONCOURSE AND APRON AREAS, CARGO FACILITIES AND RELATED PERSONAL PROPERTY USED AT LAMBERT-ST. LOUIS INTERNATIONAL AIRPORT, FEE TITLE TO TRANS WORLD AIRLINES, INC.'S FLIGHT TRAINING CENTER AND RELATED PERSONAL PROPERTY, TRANS WORLD AIRLINES, INC.'S LEASEHOLD INTEREST IN AND IMPROVEMENTS UPON ITS HANGAR AND OFFICE BUILDING AND TRANS WORLD AIRLINES, INC.'S LEASEHOLD INTEREST IN ITS RESERVATION CENTER AND RELATED PERSONAL PROPERTY AS PROVIDED AND AUTHORIZED BY ORDINANCE 62976, APPROVED OCTOBER 18, 1993; AND CONTAINING SEVERABILITY AND EMERGENCY CLAUSES.

WHEREAS, The City of St. Louis (the "City") now owns and operates an airport known as the Lambert-St. Louis International Airport (the "Airport");

WHEREAS, pursuant to Article VI, Section 27 of the Constitution of the State of Missouri, as amended, the City financed the purchasing, construction, extension and the improvement of the Airport by the issuance of \$178,000,000 of its airport revenue bonds (the "Outstanding Obligations") pursuant to Ordinances numbered 51342, 54813, 55647, 57110, 57613, 58328 and 58761 (the "Outstanding Obligations Ordinances");

WHEREAS, on November 29, 1984 the City issued, under and pursuant to an Indenture of Trust, dated as of October 15, 1984, as heretofore amended and supplemented (the "Original Indenture"), \$167,095,000 aggregate principal amount of its Airport Revenue Bonds, Series 1984 (the "Refunded 1984 Bonds") for the purpose of, among other things, refunding the Outstanding Obligations;

WHEREAS, on August 4, 1987 the City issued \$52,000,000 of its airport revenue bonds pursuant to a First Supplemental Indenture dated as of July 1, 1987 between the City and the Trustee (the "Series 1987 Bonds");

WHEREAS, on November 5, 1991 the qualified electors of the City approved the issuance by the City of airport revenue bonds in the amount of \$1,500,000,000 for the purpose of paying the costs of purchasing, constructing, extending and improving airports to be owned by the City;

WHEREAS, on November 25, 1992, the City issued \$109,125,000 of airport revenue bonds pursuant to a Second Supplemental Indenture dated as of November 15, 1992 between the City and the Trustee (the "Series 1992 Bonds") for the purpose of providing funds to (i) refund the Lambert-St. Louis International Airport Corporation's Lease Revenue Bonds (Noise Mitigation Project) Series 1990 which had provided funds for the acquisition of land in connection with the Airport's noise abatement program and (ii) to provide funds for further land acquisition, airfield improvements and expansion of the terminal facility and related improvements;

WHEREAS, on September 9, 1993, the City issued \$121,720,000 of airport revenue bonds pursuant to a Third Supplemental Indenture dated as of August 1, 1993 between the City and the Trustee (the "Taxable Series 1993 Refunding Bonds") for the purpose of refunding the Refunded 1984 Bonds;

WHEREAS, the City is authorized under the Constitution and laws of the State of Missouri to issue, sell and negotiate its interest bearing revenue bonds for the purpose of paying all or part of the costs of purchasing, construction, extending or improving airports;

WHEREAS, because a public purpose is served in financing the acquisition of certain interests in facilities and equipment of Trans World Airlines, Inc. in order to enhance management of airport operations the City is now prepared to issue and sell its Taxable Airport Revenue Bonds, Series 1993A (the "Series 1993A Bonds") in an aggregate principal amount not to exceed \$70,000,000, the proceeds of which will, together with other available funds, if any, be used to finance a portion of the costs of the purchase of Trans World Airlines, Inc.'s leasehold interests in certain terminal, concourse and apron areas, cargo facilities and related personal property used at the Airport, the purchase of fee title to Trans World Airlines, Inc.'s Flight Training Center and related personal property, the purchase of Trans World Airlines, Inc.'s leasehold interest in and improvements upon its hangar and office building and the purchase of Trans World Airlines, Inc.'s leasehold interest in its reservation center and related personal property, to fund the Debt Service Reserve Account (as defined in the Original Indenture) for the Series 1993A Bonds, to the extent not funded from other available funds of the City, and to pay the expenses of the City associated therewith;

WHEREAS, the Series 1993A Bonds shall be issued and secured under and pursuant to the Original Indenture as supplemented by the Fourth Supplemental Indenture hereinafter approved (the Original Indenture, as supplemented by the Fourth Supplemental Indenture is hereinafter referred to as the "Indenture");

WHEREAS, the Series 1993A Bonds and any additional Airport Revenue Bonds issued pursuant to the Indenture shall state that such Bonds do not constitute an indebtedness of the City within the meaning of any constitutional or statutory limitation and the taxing power of the City is not pledged to the payment of the principal of, premium, if any, or interest on such Bonds.

NOW THEREFORE, BE IT ORDAINED BY THE CITY OF ST. LOUIS AS FOLLOWS:

Section One. Authorization of the Series 1993A Bonds.

The City does hereby authorize and direct the issuance of the Series 1993A Bonds to finance a portion of the cost of the purchase of Trans World Airlines, Inc.'s leasehold interests in certain terminal, concourse and apron areas, cargo facilities and related personal property used at the Airport, the purchase of fee title to Trans World Airlines, Inc.'s Flight Training Center and related personal property, the purchase of Trans World Airlines, Inc.'s leasehold interest in and improvements upon its hangar and office building and the purchase of Trans World Airlines, Inc.'s leasehold interest in its reservation center and related personal property and does hereby find and declare that this Ordinance is being enacted pursuant to the laws of the State of Missouri, including particularly Chapter 108, Missouri Revised Statutes, 1986, as amended, and that the issuance of the Series 1993A Bonds is for the public purposes set forth in the recitals to this Ordinance.

Section Two. Principal Amount, Purpose and Terms and Provisions of the Series 1993A Bonds.

This Board of Aldermen, acting as the governing authority of the City, does hereby authorize the issuance of the Series 1993A Bonds in an aggregate principal amount not to exceed \$70,000,000. The proceeds of the Series 1993A Bonds will, together with other available funds, if any, be used to finance a portion of the cost of the purchase of Trans World Airlines, Inc.'s leasehold interests in certain terminal, concourse and apron areas, cargo facilities and related personal property used at the Airport, the purchase of fee title to Trans World Airlines, Inc.'s Flight Training Center and related personal property, the purchase of Trans World Airlines, Inc.'s leasehold interest in and improvements upon its hangar and office building and the purchase of Trans World Airlines, Inc.'s leasehold interest in its reservation center and related personal property, to fund the Debt Service Reserve Account for the Series 1993A Bonds in an amount necessary for the amounts therein to equal the Debt Service Reserve Requirement (as defined in the Original Indenture), and to pay the costs of issuance of the Series 1993A Bonds. This Board of Aldermen hereby

authorizes and directs the Mayor and the Comptroller of the City in the exercise of their sole discretion to determine and establish the aggregate principal amount and the terms and conditions of the Series 1993A Bonds.

Section Three. Source of Repayment; Security; Pledge.

The Series 1993A Bonds shall be secured and payable, both as to principal and interest and, except to the extent secured and payable from Bond proceeds and certain funds established pursuant to the Indenture, solely from the pledge of revenues derived from the operation of the Airport. Such revenues shall not include the proceeds of any passenger facility or analogous charge or fee approved by the Federal Aviation Administration that has been or may hereafter be levied (whether levied on the use of the Airport, on transportation or otherwise) which are received and retained by the Airport. The rights of the owners of the Series 1993A Bonds to the revenues of the Airport shall be subject and subordinate to the rights of the holders of the Outstanding Obligations under the Outstanding Obligations Ordinances and the application of the proceeds of the Bonds and the revenues of the Airport to the purposes and on the conditions permitted by the Indenture. Upon the issuance and sale of the Series 1993A Bonds, and subject to the prior rights of the holders of the Outstanding Obligations, all revenues (other than the charge or fee described in the second sentence of this Section 3) derived from the operation of the Airport shall be and are hereby pledged to the payment of the Series 1993A Bonds as provided in the Indenture. The Series 1993A Bonds shall be limited obligations of the City payable solely from revenues (other than the charge or fee described in the second sentence of this Section Three) derived from the operation of the Airport, and shall not be deemed to be an indebtedness of the State of Missouri or of any political subdivision thereof, and shall not be deemed to be an indebtedness within the meaning of any constitutional or statutory limitation upon the incurring of indebtedness. The Series 1993A Bonds shall bear such date or dates, mature at such time or times (not exceeding thirty (30) years from their date of issuance), bear interest at such rate or rates (not exceeding the limitations set forth herein) and be subject to redemption at such time or times as shall be approved by the Mayor and the Comptroller of the City and provided for in the Fourth Supplemental Indenture as executed and delivered by the City. The Series 1993A Bonds shall be issuable in such denominations, be in fully registered form without coupons, carry such registration and exchange privileges, and be payable in such medium of payment and at such place or places as the Fourth Supplemental Indenture may provide.

Section Four. Appointment of Trustee; Bond Registrar and Paying Agent for Series 1993A Bonds; Designation of Fiduciaries.

Mercantile Bank of St. Louis National Association, St. Louis, Missouri is hereby appointed Trustee, Bond Registrar and Paying Agent for the Series 1993A Bonds. Such appointments will be effective immediately upon the execution thereof and the filing of the Fourth Supplemental Indenture with the Trustee.

Section Five. Authority to Execute and Deliver the Fourth Supplemental Indenture.

The Fourth Supplemental Indenture, in the form attached hereto as Exhibit A, which is incorporated herein by reference and made a part hereof, is hereby approved, and the Mayor and Comptroller of the City are hereby authorized and directed to execute, acknowledge and deliver the Fourth Supplemental Indenture in substantially such form, the same to be attested by the Register of the City, with such changes therein, including, without limitation, changes to the covenants of the City and the manner of holding and application by the City and the Trustee named in the Indenture of funds subject to the Fourth Supplemental Indenture, as shall be approved by such persons executing such document, their execution to constitute conclusive evidence of such approval, and the Register is hereby authorized to affix to the Fourth Supplemental Indenture the corporate seal of the City. The Fourth Supplemental Indenture will be effective immediately upon the filing of the Fourth Supplemental Indenture with the Trustee.

Section Six. Execution of Series 1993A Bonds.

The Series 1993A Bonds shall be executed on behalf of the City in the manner provided in the Indenture. If any of the officers who shall have signed or sealed any of the Series 1993A Bonds shall cease to be such officers of the City before the Series 1993A Bonds so signed and sealed shall have been actually authenticated by the Trustee specified in the Indenture, or delivered by the City, such Series 1993A Bonds nevertheless may be authenticated, issued and delivered with the same force and effect as though the person or persons who signed or sealed such Series 1993A Bonds had not ceased to be such officer or officers of the City; and also any such Series 1993A Bonds may be signed and sealed on behalf of the City by those persons who, at the actual date of the execution of such Series 1993A Bonds, shall be the proper officers of the City, although at the dated date of such Series 1993A Bonds any such person shall not have been such officer of the City.

Section Seven. Manner of Sale of the Series 1993A Bonds.

The Series 1993A Bonds may be sold at the best price obtainable at a negotiated sale as the Mayor and the Comptroller shall determine in their sole discretion, subject to the interest rate and par value limitations set forth in Chapter 108.170, Missouri Revised Statutes, 1986.

Section Eight. Execution and Delivery of a Bond Purchase Agreement

In connection with a negotiated sale of the Series 1993A Bonds, the Board of Aldermen hereby authorizes and directs the Mayor and Comptroller to enter into a Bond Purchase Agreement with the purchaser or purchasers of the Series 1993A Bonds, such Bond Purchase Agreement to set forth the terms of sale and to contain such other customary terms and provisions as the Mayor and the Comptroller shall approve, their execution to constitute conclusive evidence of such approval. The Series 1993A Bonds are hereby authorized to be sold and awarded to the purchaser or purchasers pursuant to the Bond Purchase Agreement.

Section Nine. Official Statement.

The Mayor and the Comptroller of the City with the advice and concurrence of the City Counselor, in connection with the public offering of the Series 1993A Bonds, is hereby authorized to prepare a Preliminary Official Statement for and on behalf of the City. Such Preliminary Official Statement shall be substantially in the form of the City's Official Statement dated August 26, 1993 with such revisions to reflect developments in financial, Airport information, the terms and provisions of the Series 1993A Bonds including provisions relating to insurance, if any, and book-entry only form, if issued in such form, management, revenues, the capital improvement programs of the Airport and such other matters deemed material necessary or appropriate, together with such other changes, omissions, insertions and revisions as the Mayor and the Comptroller shall deem advisable. The Mayor and the Comptroller are hereby authorized to deliver certifications to the effect that the Preliminary Official Statement and the final Official Statement, together with such other documents, if any, described in such certificates, were deemed final as of their respective dates for the purposes of Rule 15c2-12 of the Securities and Exchange Commission. The Mayor and the Comptroller are each hereby authorized to make public and to permit the managing underwriter to the City to use and distribute the Preliminary Official Statement in connection with the sale of the Series 1993A Bonds. The Mayor and Comptroller are each hereby authorized and directed to prepare, execute and deliver a final Official Statement for and on behalf of the City.

Section Ten. Acquisition of Bond Insurance.

Upon the recommendation of the managing underwriter or the financial advisor to the City with respect to the Series 1993A Bonds, based upon a cost-benefit analysis, the Mayor and the Comptroller are hereby authorized to approve the terms of any agreement for bond insurance and to purchase bond insurance with respect to the Series 1993A Bonds from one or more recognized municipal bond insurance companies with respect to all or a portion of the Series 1993A Bonds and to execute any agreement for bond insurance with respect to the Series 1993A Bonds and other documents therewith as necessary to obtain bond insurance with respect to the Series 1993A Bonds. The premium payable with respect to any insurance acquired for the Series 1993A Bonds shall be payable out of the proceeds thereof as a cost of issuance.

Section Eleven. Authorized Officials.

The Mayor, the Comptroller, the Treasurer, the Register and other appropriate officers, agents and employees of the City with the advice and concurrence of the City Counselor, are hereby empowered to execute and deliver the Series 1993A Bonds and all documents and other instruments which may be required under the terms of the Indenture, the Bond Purchase Agreement, the Official Statement, any agreement for bond insurance or other documents in connection therewith as necessary to obtain bond insurance, and this Ordinance, including, without limitation, Government Securities and applications, notices and other forms required to qualify the Series 1993A Bonds for sale under state securities or "Blue Sky" laws.

Section Twelve. Repeal of Conflicting Ordinances.

Subject to the rights of the holders of the Outstanding Obligations to a prior pledge of the revenues of the Airport, all provisions of other Ordinances of the City which are in conflict with this Ordinance or the Fourth Supplemental Indenture approved hereby (as executed and delivered) shall be of no further force or effect on the City upon issuance and sale of the Series 1993A Bonds.

Section Thirteen. Authority for Appropriation.

There is hereby appropriated the total sum of Forty Million Dollars (\$40,000,000.00) from the Airport Construction Fund ("the Appropriated Funds"), said appropriation being contingent upon the sale of Taxable Airport Revenue Bonds, Series 1993A, which is authorized by this Ordinance; said Appropriated Funds to be expended to pay a portion of the costs for the

purchase of: Trans World Airlines, Inc.'s leasehold interests in certain terminal, concourse and apron areas, cargo facilities and related personal property used at Lambert-St. Louis International Airport, fee title to Trans World Airlines, Inc.'s Flight Training Center and related personal property, Trans World Airlines, Inc.'s leasehold interest in and improvements upon its hangar and office building and Trans World Airlines, Inc.'s leasehold interest in its reservation center and related personal property as provided and authorized by Ordinance 62976, approved October 18, 1993.

Section Fourteen. Severability.

The sections of this Ordinance shall be severable. In the event that any section of this Ordinance is found by a court of competent jurisdiction to be unconstitutional, the remaining sections of this Ordinance are valid unless the court finds the valid sections of this Ordinance are so essentially and inseparably connected with, and so dependent upon, the void section that it cannot be presumed that the Board of Aldermen would have enacted the valid sections without the void ones; or unless the court finds the valid sections, standing alone, are incomplete and incapable of being executed in accordance with the legislative intent.

Section Fifteen. Emergency Clause.

The passage of this Ordinance and the issuance of the Bonds being deemed necessary to the immediate preservation of the public peace, health and safety, an emergency is hereby declared to exist under the terms and provisions of Article IV, Sections 19 and 20 of the Charter of the City of St. Louis and this Ordinance shall take effect immediately upon its passage and approval by the Mayor.

CITY OF ST. LOUIS

FOURTH SUPPLEMENTAL INDENTURE

Authorizing

Taxable Airport Revenue Bonds, Series 1993A

Lambert-St. Louis International Airport

Dated as of November 1, 1993

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THIS FOURTH SUPPLEMENTAL INDENTURE, dated as of November 1, 1993, between The City of St. Louis, a municipal corporation (the "City"), and Mercantile Bank of St. Louis National Association, St. Louis, Missouri, a national banking association organized and existing under the laws of the United States duly authorized to accept and execute trusts, and having its principal place of business in the City of St. Louis, Missouri (in such capacity herein, together with any successor in such capacity, called the "Trustee").

WITNESSETH:

WHEREAS, the City now owns and operates an airport known as the Lambert-St. Louis International Airport (the "Airport");

WHEREAS, pursuant to Article VI, Section 27, of the Constitution of the State of Missouri, as amended, the City has heretofore financed the purchase, construction, extension and improvement of the Airport by the issuance of its negotiable interest bearing airport revenue bonds;

WHEREAS, the City has executed and delivered to the Trustee an Indenture of Trust dated as of October 15, 1984 providing for the issuance from time to time, in series, of bonds of the City, unlimited in aggregate principal amount, except as in said Indenture provided or as limited by law (the Indenture of Trust, as heretofore amended and supplemented, is hereinafter called the "Original Indenture");

WHEREAS, on November 29, 1984 the City issued, under and pursuant to an Indenture of Trust, dated as of October 15, 1984, as heretofore amended and supplemented (the "Original Indenture"), \$167,095,000 aggregate principal amount of its Airport Revenue Bonds, Series 1984 (the "Refunded 1984 Bonds") for the purpose of, among other things, refunding the Outstanding Obligations;

WHEREAS, on August 4, 1987 the City issued \$52,000,000 of its airport revenue bonds pursuant to a First Supplemental Indenture dated as of July 1, 1987 between the City and the Trustee (the "Series 1987 Bonds");

WHEREAS, on November 5, 1991 the qualified electors of the City approved the issuance by the City of airport revenue bonds in the amount of \$1,500,000,000 for the purpose of paying the costs of purchasing, constructing, extending and improving airports to be owned by the City;

WHEREAS, on November 25, 1992, the City issued \$109,125,000 of airport revenue bonds pursuant to a Second Supplemental Indenture dated as of November 15, 1992 between the City and the Trustee (the "Series 1992 Bonds") for the purpose of providing funds to (i) refund the Lambert-St. Louis International Airport Corporation's Lease Revenue Bonds (Noise Mitigation Project) Series 1990 which had provided funds for the acquisition of land in connection with the Airport's noise abatement program and (ii) to provide funds for further land acquisition, airfield improvements and expansion of the terminal facility and related improvements;

WHEREAS, on September 9, 1993, the City issued \$121,720,000 of airport revenue bonds pursuant to a Third Supplemental Indenture dated as of August 1, 1993 between the City and the Trustee (the "Taxable Series 1993 Refunding Bonds") for the purpose of refunding the Refunded 1984 Bonds;

WHEREAS, the City has determined that it is in the public interest to issue bonds under the Original Indenture to finance a portion of the costs of the purchase of Trans World Airlines, Inc.'s leasehold interests in certain terminal, concourse and apron areas, cargo facilities and related personal property used at the Airport, the purchase of fee title to Trans World Airlines, Inc.'s Flight Training Center and related personal property, the purchase of Trans World Airlines, Inc.'s leasehold interest in and improvements upon its hangar and office building and the purchase of Trans World Airlines, Inc.'s leasehold interest in its reservation center and related personal property;

WHEREAS, the purpose of this Fourth Supplemental Indenture is to provide for the issuance of a new series of Airport Revenue Bonds to be known as Taxable Airport Revenue Bonds, Series 1993A, Lambert-St. Louis International Airport (the "Series 1993A Bonds") in the form, having the characteristics and being secured and entitled to the benefits as provided in the Original Indenture as supplemented by this Fourth Supplemental Indenture;

NOW, THEREFORE, THIS FOURTH SUPPLEMENTAL INDENTURE FURTHER WITNESSETH:

That as security for payment of the principal, premium, if any, and interest on the Series 1987 Bonds, the Series 1992 Bonds, the Taxable Series 1993 Refunding Bonds, the Series 1993A Bonds and on the additional Airport Revenue Bonds issued from time to time hereunder and thereunder and for the funds which may be advanced by the Trustee pursuant hereto, the City does hereby ratify and confirm its pledge to the Trustee of a security interest in and to all the property described in the granting clause of the Original Indenture and

does hereby by these presents pledge, assign, grant, bargain and sell, convey and confirm to the Trustee, a security interest in and to the same and to the proceeds of sale of the Bonds issued hereunder. Such pledge, however, shall not include the proceeds of any passenger facility or analogous charge or fee approved by the Federal Aviation Administration that has been or may hereafter be levied (whether levied on the use of the Airport, on transportation or otherwise) which are received and retained by the Airport.

TO HAVE AND TO HOLD all the same with all privileges and appurtenances hereby conveyed and assigned, or agreed or intended to be, to the Trustee and its successors in such trust and their assigns forever.

IN TRUST, however, for the equal and proportionate benefit and security of the Owners from time to time of the Bonds issued under and secured by the Original Indenture and this Fourth Supplemental Indenture without privilege, priority or distinction as to the lien or otherwise of any of the Bonds over any of the others upon the terms and conditions hereinafter stated and except as otherwise herein expressly provided.

SUBJECT TO the application of the proceeds of the sale of the Series 1993A Bonds, the Taxable Series 1993 Refunding Bonds, the Series 1992 Bonds and the Series 1987 Bonds and the Revenues to the purposes and on the conditions permitted by the Original Indenture and this Fourth Supplemental Indenture and the rights of the holders of the Outstanding Obligations pursuant to the Outstanding Obligations Ordinances to the Revenues of the Airport.

The City hereby covenants and agrees with the Trustee and with the Owners, from time to time, of the Bonds, as follows:

ARTICLE I

AUTHORIZATION OF SERIES 1993A BONDS

Section 101. Definitions. In this Fourth Supplemental Indenture, unless a different meaning clearly appears from the context:

"Bond Insurance Policy" means the municipal bond new issue insurance policy issued by the Bond Insurer that guarantees payment of principal and interest on the Series 1993A Bonds.

"Bond Insurer" means _____, a New York insurance company or any successor thereto.

"Code" means the Internal Revenue Code of 1986, as amended.

"Original Indenture" means the Indenture of Trust, dated as of October 15, 1984 between the City and the Trustee, as heretofore amended and supplemented.

"Project" means for purposes of this Fourth Supplemental Indenture the purchase of Trans World Airlines, Inc.'s leasehold interests in certain terminal, concourse and apron areas, cargo facilities and related personal property used at the Airport, the purchase of fee title to Trans World Airlines, Inc.'s Flight Training Center and related personal property, the purchase of Trans World Airlines, Inc.'s leasehold interest in and improvements upon its hangar and office building and the purchase of Trans World Airlines, Inc.'s leasehold interest in its reservation center and related personal property.

"Redemption Price" means, with respect to any Series 1993A Bond, the amount payable upon redemption thereof pursuant to Article II of this Supplemental Indenture.

"Series 1993A Bonds" means the Taxable Airport Revenue Bonds, Series 1993A, Lambert-St. Louis International Airport in the original aggregate principal amount of \$70,000.000 and authorized to be issued pursuant to Article II hereof.

Any capitalized terms used herein not defined in this Section 101 shall have the meanings assigned to them in the Original Indenture.

ARTICLE II

AUTHORIZATION OF SERIES 1993A BONDS

Section 201. Authorization and Purpose. The City hereby authorizes the issuance of an additional series of Bonds pursuant to the Original Indenture, such Series of Bonds to consist of the Series 1993A Bonds. The purpose for which the Series 1993A Bonds are being issued is to finance a portion of the cost of (i) the purchase of Trans World Airlines, Inc.'s leasehold interests in certain terminal, concourse and apron areas, cargo facilities and related personal property used at the Airport and the purchase of fee title to Trans World Airlines, Inc.'s Flight Training Center and related personal property, the purchase of Trans World Airlines, Inc.'s leasehold interest in and improvements upon its hangar and office building and the purchase of Trans World Airlines, Inc.'s leasehold interest in its reservation center and related personal property, (ii) fund the Debt Service Reserve Account, and (iii) to pay the costs of issuance of the Series 1993A Bonds.

Section 202. Principal Amount, Designation and Series. The Series 1993A Bonds entitled to the benefit, protection and security of this Fourth Supplemental Indenture and the Original Indenture, are hereby authorized to be issued in the aggregate principal amount of \$70,000.000. The Series 1993A Bonds shall be designated and distinguished from the Bonds of all other Series by the title, "Taxable Airport Revenue Bonds, Series 1993A, Lambert-St. Louis International Airport" or the "Series 1993A Bonds".

Section 203. Date, Maturities and Interest. The Series 1993A Bonds issued under this Fourth Supplemental Indenture and pursuant to the Original Indenture shall be dated November 1, 1993 and any Series 1993A Bonds issued thereafter but prior to July 1, 1994 shall be dated November 1, 1993. The Series 1993A Bonds shall be issued, transferred and exchanged only in fully registered form. The Series 1993A Bonds shall mature on the dates and in the principal amounts, and shall bear interest, payable on January 1 and July 1 of each year (commencing July 1, 1994) at the respective rates per annum shown below:

July 1 Maturing Amount	July 1 Interest Rate	Maturing Amount	Interest Rate
\$	%	\$	%

Section 204. Denominations, Numbers and Letters. The Series 1993A Bonds shall be issued in the denominations of \$5,000 or any integral multiple of \$5,000. Unless the City shall otherwise direct, the Series 1993A Bonds shall be numbered separately from 1 upward.

Section 205. Places of Payment. The principal and Redemption Price of the Series 1993A Bonds shall be payable at maturity or when otherwise due upon due presentment and surrender thereof at the principal office of the Trustee or at the office of any Paying Agent. Interest on the Series 1993A Bonds will be paid by check or draft drawn upon the Trustee payable to the Owner thereof in accordance with Section 401(E) of the Original Indenture, or upon written request filed with the Trustee at least thirty (30) days prior to the applicable interest payment date, by an Owner of at least \$1,000,000 in aggregate principal amount of Series 1993A Bonds, by wire transfer in immediately available funds to an account in the United States designated by such Owner in such written request.

Section 206. Redemption Prices and Terms. The Series 1993A Bonds shall be subject to redemption prior to maturity, upon notice as provided in Article VI

of the Original Indenture as a whole at any time, or in part on any interest payment date, with the maturities so to be redeemed to be selected by the City (and within a maturity as selected by lot), on and after July 1, 200__ at the respective Redemption Prices (expressed as percentages of the principal amount of the Series 1993A Bonds or portions thereof to be redeemed) set forth below, in each case together with accrued interest to the redemption date:

Period During Which Redeemed (both dates inclusive)	Redemption Price
July 1, 200_ to and including June 30, 200_ ___%	
July 1, 200_ to and including June 30, 200_ ___	
July 1, 200_ and thereafter	___

With respect to any notice of redemption of Series 1993A Bonds in accordance with this section, unless moneys shall be received by the Trustee prior to the giving of such notice sufficient to pay the principal of and premium, if any, and interest on such Series 1993A Bonds to be redeemed, said notice shall state that such redemption shall be conditional upon the receipt of such moneys by the Trustee not later than 3:00 P.M. local time on the business day next preceding the date fixed for such redemption. If such moneys shall not have been so received said notice shall be of no force and effect, the City shall not redeem such Bonds and the Trustee shall give notice, in the manner in which the notice of redemption was given, that such moneys were not so received.

Section 207. Sinking Fund Installments. Sinking Fund Installments are hereby established for the Series 1993A Bonds maturing on July 1, 200_ and July 1, 200_. Such installments shall be due on each of the dates set forth in the following respective tables in the respective amount set forth opposite such date in each such tables:

SERIES 1993 BONDS MATURING JULY 1,
200_

July 1 Principal Amount	\$
-------------------------	----

(leaving \$_____ of such Bond to be paid on the stated maturity date on July 1, 200_.

SERIES 1993 BONDS MATURING JULY 1,
200_

July 1 Principal Amount	\$
-------------------------	----

(leaving \$_____ of such Bond to be paid on the stated maturity date on July 1, 200_).

Section 208. Creation of Subaccounts, Application of Proceeds of Series 1993 Bonds and Existing Funds. In addition to the Funds and Accounts created pursuant to Article V of the Indenture, there are hereby created and established the following subaccounts to be held by the Trustee: "Series 1993A Airport Debt Service Subaccount"; and "Series 1993A Airport Debt Service Reserve Subaccount". There is also hereby created the following subaccount to be held by the City: the "Series 1993A Airport Construction Subaccount". The subaccounts are created for administrative convenience only. Amounts on deposit in such subaccounts are available for payment of principal and interest on any Bonds issued under the Indenture.

The proceeds, including accrued interest, if any, of the Series 1993A Bonds and the amount set forth in subsections (4) and (5) below shall be applied by the City simultaneously with the delivery of such Series 1993A Bonds, as follows:

(1) There shall be deposited into the Series 1993A Airport Debt Service Subaccount of the Debt Service Account in the Bond Fund \$_____ (representing the accrued interest received from the initial purchasers of the Series 1993A Bonds);

(2) There shall be deposited into an Account of the Series 1993A Airport Construction Subaccount in the Construction Fund and designated as the Cost of Issuance Account \$_____ in order to pay the cost of issuance of the Series 1993A Bonds;

(3) There shall be deposited into an Account of the Series 1993A Airport Construction Subaccount in the Construction Fund and designated as the Improvement Account \$_____ in order to pay the Cost of Construction of the Project which shall include \$_____ to be credited to the Revenue Fund and \$_____ to be credited to the Contingency Fund to reimburse the City for the expenditures appropriated and expended pursuant to Ordinance _____ for a portion of the acquisition costs of the Project;

(4) There shall be deposited into the Series 1993A Airport Debt Service Reserve Account in the Bond Fund \$_____ which is the amount necessary to fully fund the Debt Service Reserve Requirement.

Section 209. Conditions Precedent. The Series 1993A Bonds shall be executed by the City and delivered to the Trustee and shall thereupon be authenticated by the Trustee and delivered to the City or upon its order but only upon the receipt by the Trustee of the documents and monies required by the provisions of this Article II and Section 305 of the Original Indenture.

Section 210. Execution and Forms of Series 1993A Bonds and Authentication Certificate. The Series 1993A Bonds and the Certificate of Authentication and Form of Assignment thereon shall be in substantially the form set forth in Exhibit A attached hereto, respectively, with such insertions or omissions, endorsements, modifications and variations as may be necessary or advisable to reflect the details and purpose of issuance of such Series 1993A Bonds, the provisions of this Fourth Supplemental Indenture authorizing the same or otherwise required or permitted by the provisions of the Original Indenture or this Fourth Supplemental Indenture.

CUSIP identification numbers may be printed on the Series 1993A Bonds, but such numbers shall not be deemed to be a part of the Series 1993A Bonds or a part of the contract evidenced thereby and no liability shall hereafter attach to the City or any of the officers or agents thereof because of or on account of said CUSIP identification numbers.

ARTICLE III

BOOK ENTRY SYSTEM FOR SERIES 1993 BONDS

Section 301. Book Entry System. Notwithstanding anything contained in the Original Indenture, and particularly Article IV thereof, or in this Fourth Supplemental Indenture to the contrary, Series 1993A Bonds may be issued by means of a book-entry system with no physical distribution of Bond certificates to be made except as hereinafter provided. If a book-entry system is to be used, one Bond certificate with respect to each date on which the Series 1993A Bonds are stated to mature, in the aggregate principal amount of the Series 1993A Bonds stated to mature on such date and registered in the name of Cede & Co., a nominee of The Depository Trust Company, New York, New York ("DTC"), will be issued and required to be deposited with DTC and immobilized in its custody. If a book-entry system is to be used, the form of bond set forth in Exhibit A hereto shall be appropriately modified to reflect such fact. The book-entry system will evidence ownership of the Series 1993A Bonds in the principal amount of \$5,000 or any multiple thereof, with transfers of ownership effected on the records of DTC and its participants pursuant to rules and procedures established by DTC and its participants. The City and the Trustee may treat DTC as the absolute owner of a book entry Series 1993A Bond for the purpose of (a) payment of the principal, Sinking Fund Installment

or Redemption Price of, and interest on such Bond, (b) giving notices of redemption and of other matters with respect to such Series 1993A book entry Bond, (c) registering transfers with respect to such Series 1993A book entry Bond, and for all other purposes whatsoever. The Trustee shall pay all principal, Sinking Fund Installment or Redemption Price of, as applicable, and interest on, such Series 1993A book entry Bond only to or upon the order of DTC, and all such payments shall be valid and effective to fully satisfy and discharge the City's obligations with respect to such principal, Sinking Fund Installment or Redemption Price and interest to the extent of the sum or sums so paid. No person other than DTC shall receive a Bond or other instrument evidencing the City's obligation to make payments of the principal or Redemption Price thereof, and interest thereon.

Transfer of principal, interest and any redemption premium payments to participants of DTC will be the responsibility of DTC, and transfer of principal, interest and any redemption premium payments to beneficial owners of the Series 1993A Bonds by participants of DTC will be the responsibility of such participants and other nominees of such beneficial owners. Neither the City, the Trustee, or any Paying Agent will have any responsibility or obligation to any direct or indirect participant in DTC, any person claiming a beneficial ownership interest in the Series 1993A Bonds under or through DTC or any such participant, or any other person which is not shown on the registration books of the Trustee as being a Bondholder with respect to (1) the Series 1993A Bonds, (2) the accuracy of any records maintained by DTC or any such participant, (3) the payment by DTC or any such participant of any amount in respect of the principal or redemption price of or interest on the Series 1993A Bonds, (4) any notice which is permitted or required to be given to Bondholders under the Original Indenture or this Supplemental Indenture, (5) the selection by DTC or any such participant of any person to receive payment in the event of a partial redemption of the Series 1993A Bonds, or (6) any consent given or other action taken by DTC as Bondholder.

In the event that (a) DTC determines not to continue to act as securities depository for the Series 1993 Bonds or (b) the City determines that continuation of the book-entry system of evidence and transfer of ownership of the Series 1993 Bonds would adversely affect the interest of the beneficial owners of such Bonds, the City will discontinue the book-entry system with DTC. If the City identifies another qualified securities depository to replace DTC, the City will make arrangements with DTC and such other depository to effect such replacement and deliver replacement Series 1993A Bonds registered in the name of such other depository or its nominee in exchange for the outstanding Series 1993A Bonds, and the references to DTC or Cede & Co.

in this Fourth Supplemental Indenture shall thereupon be deemed to mean such other depository or its nominee. If the City fails to identify another qualified securities depository to replace DTC, the City will deliver replacement Series 1993A Bonds in the form of fully registered certificates in the denomination of \$5,000 or any multiple thereof ("Certificated Bonds") in exchange for the outstanding Series 1993A Bonds as required by DTC and others. Upon the request of DTC, the City may also deliver one or more Certificated Bonds to any participant of DTC in exchange for Series 1993A Bonds credited to its account with DTC.

ARTICLE IV

ORIGINAL INDENTURE AMENDMENTS TO SUPPLY OMISSIONS AND CORRECT DEFECTS

Section 401. General. References in the Original Indenture assume incorrectly that interest on all Bonds would be excluded from gross income for Federal income tax purposes under the Code. Pursuant to Section 1101(8) of the Original Indenture Sections 101, 512 and 825 are amended as follows:

Section 402. Section 101 Amendment. Section 101 of the Original Indenture shall be amended by adding thereto the following definition: "Tax Exempt Bonds" means Bonds, the interest on which at the time of their original issuance was, in Counsel's Opinion, exempt from Federal income taxation or excluded from gross income for Federal Income tax purposes under the Code.

Section 403. Section 512 Amendment. Section 512 of the Original Indenture shall be amended in its entirety to read as follows:

"Notwithstanding any provisions of this Indenture to the contrary, Bond Proceeds of Tax Exempt Bonds shall not be applied in a manner which would result in the expenditure of less than (a) 90% of Original Proceeds for Exempt Cost with respect to the Series 1984 Bonds, or (b) 95% of Original Proceeds for Exempt Cost with respect to the Series 1987 and the Series 1992 Bonds, or (c) such other percent or amount of Original Proceeds for Exempt Cost as may be required under the Code with respect to Tax Exempt Bonds hereafter issued under this Indenture."

Section 404. Section 825 Amendment. Section 825 of the Original Indenture shall be amended by substituting "Tax Exempt Bonds" for "Bonds" and "Tax Exempt Bond" for "Bond."

ARTICLE V

MISCELLANEOUS

Section 501. Provisions of Original Indenture. Except as otherwise provided by this Fourth Supplemental Indenture, all the provisions, terms and conditions of the Original Indenture shall continue in full force and effect.

Section 502. Counterparts. This Fourth Supplemental Indenture may be executed in several counterparts, all or any of which may be treated for all purposes as an original and shall constitute and be one and the same instrument.

[Section 503. Payment Procedure Pursuant to Bond Insurance. As long as the Bond Insurance Policy shall be in full force and effect, the City and the Trustee agree to comply with the following provisions:

If on the third day preceding any interest payment date for the Series 1993A Bonds the Trustee determines that there will be insufficient funds in the Funds and Accounts to pay all of the principal of or interest on the Series 1993A Bonds due on such interest payment date, the Trustee shall immediately notify the Bond Insurer and [State Street Bank and Trust Company, N.A., New York, New York] or its successor, as its Fiscal Agent (the "Fiscal Agent") of the amount of such deficiency.

If, by said interest payment date, the City has not provided the amount of such deficiency, the Trustee, shall simultaneously make available to the Bond Insurer and to the Fiscal Agent the registration books for the Series 1993A Bonds maintained by the Trustee. In addition:

(A) the Trustee, shall provide the Bond Insurer with a list of registered owners of Series 1993A Bonds entitled to receive principal or interest payments from the Bond Insurer under the terms of the Bond Insurance Policy and shall make arrangements for the Bond Insurer and its Fiscal Agent (i) to mail checks or drafts to the registered owners of Series 1993A Bonds entitled to receive full or partial interest payments from the Bond Insurer and (ii) to pay principal of the Series 1993A Bonds surrendered to the Fiscal Agent by the registered owners of Series 1993A Bonds entitled to receive full or partial payments from the Bond Insurer; and

(B) the Trustee shall, at the time it makes the registration books available to the Bond Insurer pursuant to (A) above, notify registered owners of Series 1993A Bonds entitled to receive the payment of principal or interest thereon from the Bond Insurer (1) as to the fact of such entitlement, (2) that the Bond Insurer will remit to them all or part of the interest payments coming due subject to the terms of the Bond Insurance Policy, (3) that except as provided in paragraph (C) below in the event that any registered owner is entitled to receive full

payment of principal from the Bond Insurer, such registered owner must tender his Series 1993A Bonds with the instrument of transfer in the form provided on the Series 1993A Bond executed in the name of the Bond Insurer, and (4) except as provided in paragraph (C) below in the event that such registered owner is entitled to receive partial payment of principal from the Bond Insurer, such registered owner must tender his Series 1993A Bonds for payment thereon first to the Trustee, who shall note on such Series 1993A Bonds the portion of the principal paid by the Trustee, and then, along with an acceptable form of assignment, executed in the name of the Bond Insurer, to the Fiscal Agent, which will then pay the unpaid portion of principal subject to the terms of the Bond Insurance Policy.

(C) in the event that the Trustee has notice that any payment of principal of or interest on a Series 1993A Bonds has been recovered from its registered owner pursuant to the United States Bankruptcy Code by a trustee in bankruptcy in accordance with the final, nonappealable order of a court having competent jurisdiction, the Trustee shall, at the time it provides notice to the Bond Insurer, notify all registered owners that in the event that any registered owner's payment is so recovered, such registered owner will be entitled to payment from the Bond Insurer to the extent of such recovery, and the Trustee shall furnish to the Bond Insurer its records evidencing the payments of principal of and interest on the Series 1993A Bonds which have been made by the Trustee, as Paying Agent, and subsequently recovered from registered owners and the dates on which such payments were made.

(D) the Bond Insurer shall, to the extent it makes payment of principal of or interest on the Series 1993A Bonds, become subrogated to the rights of the recipients of such payments in accordance with the terms of the Bond Insurance Policy, and to evidence such subrogation (a) in the case of subrogation as to claims for past due interest, the Trustee, shall note the Bond Insurer's rights as subrogee on the registration books maintained by the Trustee, upon receipt from the Bond Insurer of proof of the payment of interest thereon to the registered owners of the Series 1993A Bonds, and (b) in the case of subrogation as to claims for past due principal, the Trustee shall note the Bond Insurer's rights as subrogee on the registration books for the Series 1993 Bonds maintained by the Trustee upon receipt of proof of the payment of principal thereof to the Registered Owners of such Bonds. Notwithstanding anything in this Fourth Supplemental Indenture or the Bonds to the contrary, the Trustee shall make payment of such past due interest and past due principal directly to the Bond Insurer to the extent that the Bond Insurer is a subrogee with respect thereto.

Section 504. Notices to the Bond Insurer and Fiscal Agent. Any notice, request, complaint, demand or other paper required by the Indenture or this Fourth Supplemental Indenture to be given or filed with the Bond Insurer shall be addressed as follows: _____, _____, New York, New York _____, Attention: Managing Counsel. Any notices to be given to the Fiscal Agent shall be given to _____, _____, New York, New York _____, Attention: Municipal Trust and Agency Services Administration.

Section 505. Additional Provisions with respect to Bond Insurer. The Bond Insurer shall be provided with notice of any draw upon or deficiency due to market fluctuations in the amount, if any, on deposit in the Series 1993A Airport Debt Service Reserve Sub-Account when valued in accordance with Section 704 of the Original Indenture, any notice of the redemption, other than a mandatory sinking fund redemption, of any of the Bonds, including the principal amount, maturities and CUSIP numbers thereof, and such additional information as the Bond Insurer may reasonably request from time to time.

The Bond Insurer shall be provided with the following information:

(i) Within 120 days after the end of each of the City's Fiscal Years, the Airport budget for the new year, annual audited financial statements relating to the Airport, a statement of the amount on deposit in the Debt Service Reserve Account as of the last valuation and, if not presented in the audited financial statements, a statement of the Revenues pledged to payment of Bonds in such Fiscal Year;

(ii) Official statement or other disclosure, if any, prepared in connection with the issuance of additional debt, whether or not on parity with the Series 1993A Bonds within 30 days after the sale thereof;

(iii) Notice of the redemption, other than mandatory sinking fund redemption of any of the Series 1993 Bonds, including the principal amount, maturities and CUSIP numbers thereof; and

(iv) Simultaneously with the delivery of the annual audited financial statements:

(A) Annual traffic data:

(1) Number of on-line enplanement/deplanements;

- (2) Number of connecting enplanements; and
- (3) Number of airlines operating and percentage of enplanments/deplanements which each comprises;
- (B) Number of names of airlines which maintain maintenance facilities at the Airport;
- (C) Current landing fee rates (dollar per/1000 lbs.);
- (D) Current terminal space rental rate (dollar per square feet); and,
- (E) Expansion and improvement projects planned or undertaken since last reporting date.

Notice of the redemption of any Series 1993A Bonds, other than mandatory sinking fund redemption and excepting any notice that refers to any Series 1993A Bonds that are the subject of an advance refunding, shall be circulated only if sufficient funds have been deposited with the Trustee to pay the redemption price of the Series 1993A Bonds to be redeemed.

The Trustee shall, to the extent there are no other available funds in any other Fund, use the remaining funds in the Construction Fund to pay principal and interest on the Bonds to the Bondholders in the event of a payment default, subject to Section 512 of the Original Indenture.

In determining whether a payment default has occurred under Section 901 of the Original Indenture or whether a payment on the Series 1993 Bonds has been made under the Indenture of Trust, no effect shall be given to payments made under the Bond Insurance Policy.

The Bond Insurer shall receive immediate notice of any payment default and notice of any other default known to the Trustee within 30 days of the Trustee's knowledge thereof.

For all purposes of Articles IX, XI and XII of the Original Indenture governing events of default and remedies, and supplements and amendments, except the giving of any required notice to Bondholders, the Bond Insurer shall be deemed to be the sole holder of the Series 1993A Bonds for so long as it has not failed to comply with its payment obligations under the Bond Insurance Policy.

Any successor trustee or co-trustee shall have combined capital, surplus and undivided profits of at least \$50 million, unless the Bond Insurer shall

otherwise approve. No resignation or removal of the Trustee shall become effective until a successor has been appointed and has accepted the duties of Trustee. The Bond Insurer shall be furnished with written notice of the resignation or removal of the Trustee and the appointment of any successor thereto.

The Trustee shall not take the Bond Insurance Policy into account in determining whether the rights of bondholders are adversely affected by actions taken pursuant to the terms and provisions of the Indenture of Trust.

The Bond Insurer shall be included as a party in interest and as a party entitled to (i) notify the Trustee of the occurrence of an Event of Default and (ii) request the Trustee to intervene in judicial proceedings that affect the Series 1993A Bonds or the security therefor. The Trustee shall be required to accept notice of default from the Bond Insurer.

Any amendment or supplement to the Original Indenture with respect to the Series 1993A Bonds shall be subject to the prior written consent of the Bond Insurer. Any rating agency rating the Series 1993A Bonds must receive notice of each amendment and a copy thereof at least 15 days in advance of its execution or adoption.

The following restrictions shall apply to Investment Securities with respect to the Series 1993A Bonds:

(1) obligations of the Federal Home Loan Banks shall consist of consolidated debt obligations or letter of credit-backed issues; obligations of the Government National Mortgage Association shall be guaranteed mortgage-backed securities or guaranteed participation certificates;

(2) obligations of the Federal Financing Bank, Federal Farm Credit, Federal Land Banks, Housing Authority Bonds, Project Notes and Farmer's Home Administration shall not be deemed to be Investment Securities for purposes of the Series 1993 Bonds;

(3) certificates of deposit shall have maturities of not more than 365 days and shall at the time of purchase have a short-term "bank deposit" rating of "P-1" by Moody's Investors Service and a "short-term CD" rating of "A1" or better by Standard and Poor's Corporation;

(4) repurchase agreement shall be with a commercial bank which shall have the additional requirements that it shall be insured by the FDIC and have an

uninsured, unsecured or unguaranteed obligation rated "P-1" or "A3" or better by Moody's Investors Service and "A-1" or "A-" or better by Standard & Poor's Corporation, provided:

(a) a master repurchase agreement or specific written repurchase agreement governs the transaction; and

(b) the securities are held free and clear of any lien by the Trustee or an independent third party acting solely as agent ("Agent") for the Trustee, and such third party is (i) a Federal Reserve Bank, (ii) a bank which is member of the Federal Deposit Insurance Corporation and which has combined capital, surplus and undivided profits of not less than \$50 million or (iii) a bank approved in writing for such purpose by _____ Insurance Company, and the Trustee shall have received written confirmation from such third party that it holds such securities, free and clear of any lien, as agent for the Trustee; and

(c) a perfected first security interest under the Uniform Commercial Code, or book entry procedures prescribed at 31 C.F.R. 306.1 et seq. or 31 C.F.R. 350.0 et seq. in such securities is created for the benefit of the Trustee; and

(d) the repurchase agreement has a term of 180 days or less, and the Trustee or the Agent will value the collateral securities no less frequently than weekly and will liquidate the collateral securities if any deficiency in the required collateral percentage is not restored within two business days of such valuation; and

(e) the fair market value of the securities in relation to the amount of the repurchase obligation, including principal and interest, is equal to at] least 103%.

IN WITNESS WHEREOF, the City and the Trustee have caused this Fourth Supplemental Indenture to be executed in their respective corporate names and their respective corporate seals to be hereunto affixed and attested by their duly authorized officers, all as of the date first above written.

THE CITY OF ST. LOUIS

Mayor

[SEAL] _____

Comptroller

Attest:

Register

Approved as to form:

City Counselor

MERCANTILE BANK OF ST. LOUIS NATIONAL ASSOCIATION, as
Trustee

By _____
Vice-President

[SEAL]

Attest:

Assistant Secretary

EXHIBIT A

(FORM OF SERIES 1993A BOND)

Registered
No. R-__

Registered
\$ _____

UNITED STATES OF AMERICA

STATE OF MISSOURI

THE CITY OF ST. LOUIS

TAXABLE AIRPORT REVENUE BOND, SERIES 1993A
LAMBERT-ST.LOUIS INTERNATIONAL AIRPORT

(leaving \$_____ of such Bond to be paid on the stated maturity date on July 1, 200_).

If less than all of the Series 1993A Bonds of like maturity are to be redeemed, the particular Series 1993A Bonds or portions of Series 1993A Bonds to be redeemed shall be selected by lot by the Trustee in such manner as the Trustee in its discretion may deem fair and appropriate.

The Series 1993A Bonds of the issue of which this Bond is one are payable upon redemption at the above mentioned office of the Trustee and any Paying Agents. Notice of redemption shall be mailed to each owner of a Series 1993A Bond subject to redemption not less than twenty-five (25) days prior to the redemption date, all in the manner and upon the terms and conditions set forth in the Indenture. If notice of redemption shall have been mailed as aforesaid, the Series 1993A Bonds or portions thereof specified in said notice shall become due and payable at the applicable redemption price on the redemption date, and if moneys for the payment of the redemption price of all the Series 1993A Bonds to be redeemed, together with interest to the redemption date, shall be available for such payment on said date, then from and after the redemption date interest on such Series 1993A Bonds shall cease to accrue and become payable to the owners entitled to payment thereof on such redemption.

With respect to any notice of redemption of Series 1993 Bonds in accordance with the Indenture, unless moneys shall be received by the Trustee prior to the giving of such notice sufficient to pay the principal of and premium, if any, and interest on such Series 1993 Bonds to be redeemed, said notice shall state that such redemption shall be conditional upon the receipt of such moneys by the Trustee not later than 3:00 P.M. local time on the business day next preceding the date fixed for such redemption. If such moneys shall not have been so received said notice shall be of no force and effect, the City shall not redeem such Bonds and the Trustee shall give notice, in the manner in which the notice of redemption was given, that such moneys were not so received.

[_____ Insurance Company has issued a policy containing the following provisions with respect to the Series 1993A Bonds, such policy being on file at the principal office of the Trustee, as paying agent (the "Paying Agent"):

_____ Insurance Company hereby unconditionally and irrevocably agrees to pay for disbursement to the Bondholders that portion of the principal of and interest on the Series 1993A Bonds which is then due for payment and which the City of St. Louis shall have failed to provide. Due for payment means with respect to the principal, the stated maturity date thereof, or the date on which the same shall have been duly called for mandatory sinking fund redemption and does not refer to any earlier date on which the payment of principal of the Series 1993A Bonds is due by reason of call for redemption (other than mandatory sinking fund redemption) acceleration or other advancement of maturity, and with respect to interest, the stated date for payment of such interest.

Upon receipt of telephonic or telegraphic notice, subsequently confirmed in writing, or written notice by registered or certified mail, from a Series 1993A Bondholder or the Paying Agent to _____ Insurance Company that the required payment of principal or interest has not been made by the City to the Paying Agent, _____ Insurance Company on the due date of such payment or within one business day after receipt of notice of such nonpayment, whichever is later, will make a deposit of funds, in an account with [State Street Bank and Trust Company, N.A.,] or its successor as its agent (the "Fiscal Agent"), sufficient to make the portion of such payment not paid by the City. Upon presentation to the Fiscal Agent of evidence satisfactory to it of the Series 1993 Bondholder's right to receive such payment and any appropriate instruments or assignment required to vest all of such Bondholder's right to such payment in _____ Insurance Company, the Fiscal Agent will disburse such amount to the Series 1993 Bondholder.

As used herein the term "Bondholder" means the person other than the City, as such term is defined in the Indenture, who at the time of nonpayment of a Bond is entitled under the terms of such Bond to payment thereof.

The policy is non-cancellable for any reason.

_____ [INSURANCE COMPANY]

IN WITNESS WHEREOF, The City of St. Louis has caused this Bond to be executed in its name and on its behalf by the manual or facsimile signatures of the Mayor, the Comptroller and the Treasurer and its corporate seal (or a facsimile thereof) to be affixed, imprinted, engraved or otherwise reproduced hereon and attested by the manual or facsimile signature of its Register, all as of the date of authentication specified below.

THE CITY OF ST. LOUIS

[SEAL]

Mayor

Comptroller

Attest:

Treasurer

Register

Approved as to form:

City Counselor

[FORM OF CERTIFICATE OF AUTHENTICATION]

This Bond is one of the bonds executed and delivered pursuant to the within mentioned Indenture. The date of authentication of this Bond is

_____, _____.

MERCANTILE BANK OF ST. LOUIS NATIONAL ASSOCIATION, as
Trustee

Authorized Signer

[FORM OF ASSIGNMENT OF ALL BONDS]

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto
_____ (Please insert Social
Security or other identifying number of
Assignee)_____

(Please Print or Typewrite Name and Address of Assignee)
 the within Bond and all rights thereunder, and hereby irrevocably constitutes
 and appoints attorney to transfer the within Bond on the books kept for
 registration thereof, with full power of substitution in the premises.

DATED: _____, _____.

Signature Guaranteed

 Signature

NOTICE: Signature(s) must be
 guaranteed by a member firm of
 the New York Stock Exchange a
 commercial bank or trust
 company.

NOTICE: The signature to this assignment
 must correspond or to the name as it appears
 upon the face of the within Bond in every
 particular, without alteration or enlargement
 or any change whatever.

Legislative History				
1ST READING	REF TO COMM	COMMITTEE	COMM SUB	COMM AMEND
10/15/93	10/15/93	T&C		
2ND READING	FLOOR AMEND	FLOOR SUB	PERFECTN	PASSAGE
11/15/93		10/29/93	10/29/93	11/05/93
ORDINANCE	VETOED		VETO OVR	
63002				