

shall be made by the New York Trustee in its uncontrolled discretion. The New York Trustee shall promptly notify the Company in writing of the distinctive numbers of the Bonds so selected or drawn for redemption."

#### ARTICLE V.

##### Certain Amendments to the Original Indenture as Amended.

The provisions of the Original Indenture as amended are hereby further amended in the respects set forth in this Article to wit:

§ 14. Section 6 of Article Two of the Original Indenture as amended is hereby further amended in the following respects:

(a) The first paragraph of said Section 6 is hereby amended so that it shall hereafter read as follows:

"Section 6. The Bonds of each series (other than the Bonds of 1965 Series, Bonds of 1968 Series, Bonds of 1971 Series and Bonds of 1977 Series, as to which specific provision is respectively made in Article III of the Indenture supplemental hereto, dated as of April 15, 1945, in Article II of the Indenture supplemental hereto, dated as of January 15, 1948, in Article II of the Indenture supplemental hereto, dated as of May 1, 1951 and in Article II of the Indenture supplemental hereto, dated as of January 1, 1957) shall bear such date or dates, shall be payable at such place or places, shall mature on such date or dates, shall bear interest on such date or dates, shall be payable before maturity at such price or prices and upon such conditions and in such manner as shall be fixed and determined as aforesaid by the Board of Directors of the Company, and as shall be appropriately expressed in the Bonds of such series."

(b) The portion at the end of the second paragraph of said Section 6 is hereby amended so that it shall hereafter read as follows:

"provided, however, that so long as any Bonds of 1965 Series or Bonds of 1968 Series or Bonds of 1971 Series or Bonds of 1977 Series shall remain outstanding

(1) no Bonds of any other series (other than Bonds of 1965 Series, Bonds of 1968 Series and Bonds of 1971 Series)

shall be authenticated and delivered bearing a maturity date prior to January 1, 1977, except serial Bonds issued in accordance with the following clause (2), and

(2) no Bonds of any other series (other than Bonds of the 1965 Series, Bonds of 1968 Series, Bonds of 1971 Series and Bonds of 1977 Series) shall be authenticated and delivered and no Indenture supplemental hereto establishing the terms of any Bonds or otherwise shall be executed and delivered if provision is made therein for the retirement, other through serial maturities or through the operation of any sinking fund provision, improvement, advance or other analogous fund (including retirement through redemption at the option of the Company) of more than five per centum (5%) of the aggregate principal amount of such Bonds authenticated and delivered prior to January 1, 1977, Four, Five or Six during any period of twelve consecutive calendar months prior to January 1, 1977."

§ 15. Section 13 of Article Two of the Original Indenture as amended is hereby further amended so that it shall hereafter read as follows:

"Section 13. Paying exchange of Bonds for Bonds of another denomination, or of coupon Bonds for registered Bonds without coupons, or of registered Bonds without coupons for coupon Bonds, or for any transfer of any registered Bond with coupons, the Company at its option may (subject to the provisions of the Indenture supplemental hereto, dated as of April 15, 1945, with respect to Bonds of 1965 Series, to § 2 of the Indenture supplemental hereto, dated as of January 15, 1948, with respect to Bonds of 1968 Series, to § 2 of the Indenture supplemental hereto, dated as of May 1, 1951, with respect to Bonds of 1971 Series, and to § 2 of the Indenture supplemental hereto, dated as of January 1, 1957, with respect to Bonds of 1977 Series) require the payment of a sum sufficient to reimburse it for any stamp tax or other governmental charge incident thereto and, in addition hereto, a further sum not exceeding \$2 for each new Bond, if any, issued upon such exchange or transfer. No charge except for taxes or governmental charges, shall be made against the holder for the registration or transfer of coupon Bonds."