Chase National Bank of the City of New York and Commerce Trust Company, as Trustees, for the purpose of creating thereunder a series of bonds designated as First Mortgage Bonds, 3¼% Series due 1974; and

WHEREAS The Chase National Bank of the City of New York has merged into President and Directors of the Manhattan Company under the name of The Chase Manhattan Bank and The Chase Manhattan Bank has become a successor Trustee under the Indenture; and

WHEREAS the Company did heretofore execute and deliver a Third Supplemental Indenture, dated as of July 1, 1958, to The Chase Manhattan Bank and Commerce Trust Company, as Trustees, for the purpose of creating thereunder a series of bonds designated as First Mortgage Bonds, 4.15% Series due 1978, and of conveying additional property acquired after the date of the Original Indenture; and

WHEREAS the Company did heretofore execute and deliver a Fourth Supplemental Indenture, dated as of July 1, 1961, to The Chase Manhattan Bank and Commerce Trust Company, as Trustees, for the purpose of creating thereunder a series of bonds designated as First Mortgage Bonds, 4.90% Series due 1981, and of conveying additional property acquired after the date of the Original Indenture (the Original Indenture, such Supplemental Indentures, this Supplemental Indenture and any other indentures supplemental to the Original Indenture are herein collectively called the "Indenture"); and

WHEREAS the Company covenanted in and by the Original Indenture to execute and deliver such further instruments and do such further acts as may be necessary or proper to carry out more effectually the purposes of the Original Indenture and to make subject to the lien

thereof property acquired after the execution and delivery of the Original Indenture; and

WHEREAS the Company, since the execution and delivery of the Original Indenture, has acquired certain additional property hereinafter described or mentioned and the Company desires to execute and deliver this Supplemental Indenture, in accordance with the provisions of the Original Indenture, for the purpose of further assuring, conveying and confirming unto the Trustees said additional property which by the terms of the Original Indenture is subject to the lien thereof; and

WHEREAS under *Article 3* of the Original Indenture the Company is authorized to issue additional bonds upon the terms and conditions expressed in the Original Indenture; and

WHEREAS the Company proposes to create a new series of First Mortgage Bonds, to mature May 1, 1983 and to be designated as First Mortgage Bonds, 4.40% Series due 1983 (hereinafter sometimes called the "Bonds" or "Bonds of the 1983 Series"); and

WHEREAS the Company, by appropriate corporate action, has duly resolved and determined to execute this Supplemental Indenture for the purpose of providing for the creation of the Bonds of the 1983 Series and of specifying the form, provisions and particulars thereof as in said Original Indenture provided or permitted and of giving to the Bonds of the 1983 Series the protection and security of the Indenture, and of further confirming the lien of the Indenture upon the additional properties hereinafter described; and

WHEREAS the texts of the Bonds of the 1983 Series and of the coupons to be attached to coupon Bonds are to be substantially in the forms following respectively: