Coupon Bonds and fully registered Bonds of the 1983 Series shall be registrable and interchangeable at the office or agency of the Company in the Borough of Manhattan, The City of New York, in the manner and upon the terms set forth in §§*2.05* and *2.08* of the Original Indenture, upon payment of charges as required or permitted by the provisions of §*2.08* of the Original Indenture.

SECTION 2. The Bonds of the 1983 Series described in Section 1 of this Article may be executed by the Company and delivered to the Principal Trustee and, upon compliance with all applicable provisions and requirements of the Original Indenture in respect thereof, shall be authenticated by the Principal Trustee and delivered (without awaiting the filing or recording of this Supplemental Indenture) in accordance with the written order or orders of the Company.

ARTICLE II.

Redemption of Bonds of the 1983 Series.

SECTION 1. The Bonds of the 1983 Series shall, in the manner provided in *Article 5* of the Original Indenture, be redeemable prior to maturity, upon not less than thirty (30) nor more than sixty (60) days' prior notice, as a whole at any time, or from time to time in part, at the option of the Company (exercised by resolution of the Board, a certified copy of which shall be delivered to the Principal Trustee), at the principal amount of the Bonds so to be redeemed and accrued interest to the date fixed for redemption together with a premium as specified in the forms of Bonds set forth in this Supplemental Indenture (such principal amount, accrued interest and premium being hereinafter called the "redemption price"); *provided, however*, that no Bonds of the 1983 Series may be redeemed prior to May 1, 1968, directly or indirectly from the proceeds of or in anticipation of any refunding operation involving the incurring of indebtedness having an interest rate or cost (calculated in accordance with accepted

financial practice) of less than the annual interest rate borne by said Bonds.

The Bonds of the 1983 Series shall also be redeemable through the operation of the Sinking Fund in the manner, to the extent and at the Sinking Fund redemption price provided in Article III of this Supplemental Indenture.

SECTION 2. In case less than all of the outstanding Bonds of the 1983 Series are to be redeemed, if the provisions of *Clause (a)* of the fourth paragraph of §*5.03* of the Original Indenture shall not be applicable, the aggregate principal amount of coupon Bonds registered as to principal and fully registered Bonds to be redeemed shall be allocated as nearly as may be among the various registered owners of Bonds in proportion to the aggregate principal amount of Bonds registered in their respective names; *provided, however*, that in case a registered owner of Bonds holds Bonds in several capacities the Bond or Bonds held in each such separate capacity shall be deemed to be held in a separate name for the purposes of this Section if the Principal Trustee shall have been advised of the requisite pertinent facts by such owner; and, if coupon Bonds not registered as to principal shall at the time be outstanding, the Principal Trustee shall select for redemption, as nearly as may be, a principal amount of coupon Bonds not registered as to principal which bears to the total principal amount of Bonds then to be redeemed the same ratio that the principal amount of coupon Bonds not registered as to principal then outstanding bears to the total principal amount of Bonds then outstanding. The particular coupon Bonds not registered as to principal to be so redeemed shall be determined by lot in any manner deemed by the Principal Trustee to be fair and proper. The portion of any fully registered Bonds to be redeemed shall be in the principal amount of $1,000, or a multiple thereof. Such allocations as may be requisite for the purposes of this Section shall be made by the Principal Trustee in its uncontrolled discretion.

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