

(c) A new Paragraph F is hereby added to Section 35 of the Original Indenture to read as follows:

"F. The EARNINGS CERTIFICATE required by Paragraph F of Section 25 in case (1) the Bonds requested to be authenticated and delivered shall bear a higher rate of interest than the Bonds retired or being retired (unless the Bonds retired or being retired are to mature within one year after the date of the application to the New York Trustee for the issuance of the Bonds requested to be authenticated and delivered and the New York Trustee shall receive a CERTIFICATE OF THE COMPANY that the Bonds retired or being retired are, or at some previous time were, *bona fide* owned by some party other than the Company or an Affiliate) or (2) provision shall be made for the periodic retirement of the Bonds requested to be authenticated and delivered by serial maturities or sinking or other funds."

§15 (a). Section 36 of the Original Indenture is hereby amended so that it shall hereafter read as follows:

"SECTION 36. Upon compliance with the provisions of Section 35, the New York Trustee shall authenticate and deliver Bonds of an aggregate principal amount up to, but not exceeding the principal amount of the Bonds deposited with the New York Trustee, and/or paid, redeemed or otherwise retired, and/or for whose payment or redemption cash has been deposited with or is held in trust by the New York Trustee, as in Paragraph B of Section 35 provided; *provided however*, that no Bonds shall be authenticated and delivered on the basis of the deposit, payment, redemption or other retirement of Bonds of the initial sixteen series."