

together in each case with accrued interest to the date fixed for redemption (hereinafter called the redemption price).

The Bonds of 1963 Series shall also be redeemable through the operation of the sinking fund created therefor.

§13. The fourth paragraph of Section 5 of the Original Indenture as amended is hereby further amended so that it shall hereafter read as follows:

"The selection of Bonds to be redeemed shall, in case less than all of the outstanding Bonds of any series are to be redeemed, be made by the New York Trustee either (a) in accordance with the provisions of any agreement satisfactory to the New York Trustee, duly executed by the registered owners of all of the Bonds of such series if at the time of selection all of the outstanding Bonds of such series shall be either registered Bonds without coupons or coupon Bonds registered as to principal and shall all be registered in the names of one or more parties to said agreement and an executed counterpart of said agreement shall have been filed with the New York Trustee at or prior to the time of selection; or (b) if the provisions of the preceding Clause (a) shall not be applicable, by drawing the Bonds to be redeemed by lot, from the Bonds of such series theretofore authenticated and delivered hereunder and not previously cancelled by the New York Trustee or called for redemption, in any manner deemed by the New York Trustee to be fair and proper, taking into consideration the distinctive numbers of the coupon Bonds which are outstanding and the distinctive numbers of the coupon Bonds in lieu of which registered Bonds without coupons are outstanding; *provided, however*, that in case of redemption of Bonds of 1963 Series and Bonds of 1965 Series, if the provisions of the

preceding Clause (a) shall not be applicable, the principal amount of Bonds of 1963 Series, or Bonds of 1965 Series, as the case may be, to be redeemed shall be prorated among the holders of the Bonds of such series as are to be redeemed, in the proportion that their respective holdings bear to the aggregate principal amount of Bonds of the series to be redeemed as are outstanding on the date of selection, except that if coupon Bonds (not registered as to principal) of the series to be redeemed shall be outstanding then the holders of such coupon Bonds shall be entitled to share in the redemption moneys in the proportion that the total amount of such coupon Bonds bears to the aggregate principal amount of all Bonds of the series to be redeemed as are outstanding at the time of selection. The particular coupon Bonds of 1963 Series or Bonds of 1965 Series, as the case may be, not registered as to principal to be so redeemed shall be determined by lot. The portion of any registered Bond of 1963 Series or Bond of 1965 Series, as the case may be, to be redeemed shall be in the principal amount of \$1,000 or a multiple thereof, and such allocation as may be requisite for this purpose 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 1963 Series and Bonds of 1965 Series, as to which specific provision is respectively made in Article III of the indenture supplemental hereto dated as of April 15, 1945 and Article II of the indenture supplemental hereto dated as of January 15, 1948) shall bear such date or dates, shall be payable at such place or places, shall mature on such date or dates, shall bear interest at such rate payable in such installments and on such dates, and may be redeemable before maturity at such price or prices and upon such terms and conditions, 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 proviso 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 1963 Series or Bonds of 1965 Series shall remain outstanding

(1) no Bonds of any other series (other than Bonds of 1963 Series) shall be authenticated and delivered bearing a maturity date prior to January 15, 1968, except serial Bonds issued in accordance with the following clause (2), and

(2) no Bond of any other series (other than Bonds of the 1963 Series) shall be authenticated and delivered and no indenture supplemental hereto establishing the terms of such Bonds or otherwise shall be executed and delivered, if provision is

made therein for the retirement, either through serial maturities or through the operation of any sinking, amortization, improvement, purchase or other analogous fund (but excluding 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 pursuant to Article Four, Five or Six during any period of twelve consecutive calendar months prior to January 15, 1968."

§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. For any 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 without coupons, the Company at its option may (subject to the provisions of §5 of the indenture supplemental hereto dated as of April 15, 1945 with respect to Bonds of 1963 Series and to §3 of the indenture supplemental hereto dated as of January 15, 1948 with respect to Bonds of 1965 Series) require the payment of a sum sufficient to reimburse it for any stamp tax or other governmental charge incident thereto, and in addition thereto, 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."

§16. Section 55 of Article Eight of the Original Indenture as amended is hereby further amended so that the words "Sinking Fund Cash as defined in §9 of the supple-