

provisions of said Article, by resolution duly adopted as therein provided when approved by Resolution of the Board of Directors of the Company and (in the case of certain modifications or alterations) when assented to in writing by the Trustees, all as therein provided; and

WHEREAS, at a meeting of bondholders of the First, Second, Third and Fourth Series duly called, convened and held in accordance with the provisions of said Article XIX, by resolution duly adopted by the bondholders and approved by Resolution of the Board of Directors of the Company (of which Resolution a certified copy has been duly filed by the Company with the Corporate Trustee) as provided in said Article XIX, the Mortgage has been modified as hereinafter provided; and

WHEREAS, no further action is required by the holders of bonds of any other Outstanding series as a result of the provisions of Section 4 of the Fourth Supplemental Indenture; and

WHEREAS, Section 115 of the Mortgage provides, among other things, that instruments supplemental to the Mortgage embodying any modification or alteration of the Mortgage made at any bondholders' meeting and approved by Resolution of the Board of Directors of the Company may be executed by the Company and the Trustees:

NOW, THEREFORE, THIS INDENTURE WITNESSETH:

SECTION 1. In order to evidence the modification of the Mortgage pursuant to the above-mentioned vote by bondholders and to implement the right reserved in Section 4 of the Fourth Supplemental Indenture, as amended, and pursuant to the above-mentioned approval by Resolution of the Board of Directors of the Company (and in order to evidence the assent thereto in writing by the Trustees, to the extent, if any, that such assent is necessary under the provisions of Section 114 of the Mortgage), the Mortgage is hereby amended by deleting subsection (I) of Section 39 of the Mortgage, as now in effect, and substituting therefor the following:

"(I) The Company covenants that, so long as any bonds of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth, Thirteenth, Fourteenth, Fifteenth, Sixteenth, Seventeenth, Eighteenth, Nineteenth, Twentieth, Twenty-first, Twenty-second, Twenty-third or Twenty-fourth Series remain Outstanding, it