

rates mentioned above exceed the total amount, to wit, -seventy-five million dollars (\$75,000,000) permissible if all of the bonds issued were payable in dollars. The twenty million dollars (\$20,000,000) of bonds first issued shall at any time on ten days' notice be convertible, at the option of the holder, into stock of this Company of any class then outstanding, at the rate of one hundred and ten dollars (\$110) face value of bonds (in the case of coupon bonds all unmatured coupons shall be attached) for one hundred dollars (\$100) of full paid stock. If at the time of conversion such stock of this Company is not full paid but remains liable to further assessment, the rate of conversion shall be an amount face value of bonds equal to the amount paid in on such stock plus ten dollars (\$10) per one hundred dollars (\$100) par value of such stock. At the time of such conversion any difference between the accrued interest on the bonds and the accruing dividends on the stock, if a cash dividend has been declared within six months prior to such conversion, shall be adjusted in cash, said dividends to be computed at the rate per annum of said last previous cash dividend; but if no cash dividend has been paid within said period of six months, the conversion shall be made at the above rate for bonds and stock without any allowance for interest or dividends. This Company reserves the right to make any part or all of the bonds which may be issued in excess of twenty million dollars (\$20,000,000) convertible into stock of this Company upon different terms, or the right of conversion may be entirely eliminated.

Resolved further, that all of the bonds to be issued under this Company's First and Refunding Sinking Fund Mortgage to said Fidelity Trust Company dated February 1st, 1912, as amended by the supplemental mortgage, a copy of which is presented to this meeting for its consideration, together with the coupons appertaining thereto, shall be expressed in the English language, but they or any of them may also be expressed in the French or any other language or in two or more languages, the English text of said coupon bonds and of the coupons attached to all coupon bonds and of said registered bonds without coupons and of the Trustee's certificates on all bonds shall be in substantially the following forms respectively (appropriate insertions, omissions and variations to be made in respect of the right of conversion into stock of this Company and in the case of such bonds or coupons as are to be payable in European money and in other respects as required or permitted by the terms of said mortgage amended as aforesaid) and when bonds shall be issued in different amounts or with different rights of conversion or bearing different rates of interest, or different in any other respect, separate series with appropriate distinguishing numbers or letters shall be created:

(Form of Coupon Bond)

UNITED STATES OF AMERICA  
State of Oregon

PORTLAND RAILWAY, LIGHT AND POWER COMPANY

FIRST AND REFUNDING MORTGAGE THIRTY YEAR SINKING FUND GOLD BOND

Series.....	.....Per Cent.
No.....	\$.....

For value received Portland Railway, Light and Power Company, a corporation of the State of Oregon (hereinafter called "Company") promises to pay to the bearer or, if registered, to the registered owner of this bond, the sum of                      dollars(\$ ) in gold coin of the United States of America of or equal to the present standard of weight and fineness on the 1st day of February, 1942, at the office of the Fidelity Trust Company in Philadelphia, Pa., or its successor, or, at the option of the holder, at the office of Lee, Higginson and Company or their successors in Boston, Mass., or at the agency of the Company in the Borough of Manhattan, City of New York, N.Y., or an equivalent amount in English currency at the rate of one pound (#1) sterling for every four dollars and eighty-six and sixty-five hundredths cents (\$4.8665), or in French