

THE SURRENDER AND CANCELLATION OF THIS BOND, AND THEREUPON A NEW REGISTERED BOND, HAVING INDORSED THEREON THE SAME COUPON BOND SERIAL NUMBERS AS ARE INDORSED HEREON, WILL BE ISSUED TO THE TRANSFEREE IN EXCHANGE HEREOF; OR THE REGISTERED OWNER OF THIS BOND, AT HIS OPTION, MAY SURRENDER THE SAME FOR CANCELLATION IN EXCHANGE FOR A COUPON BOND OR BONDS OF THIS SERIES, BEARING THE SERIAL NUMBERS INDORSED HEREON, WITH ALL UNMATURED INTEREST COUPONS ATTACHED, WHICH COUPON BOND OR BONDS MAY IN TURN BE EXCHANGED FOR ANOTHER REGISTERED BOND OR BONDS OF THIS SERIES, ALL IN THE MANNER AND UPON PAYMENT, IN EACH CASE, OF THE CHARGES PROVIDED IN THE SAID MORTGAGE.

NO RECOURSE SHALL BE HAD FOR THE PAYMENT OF ANY PART OF EITHER THE PRINCIPAL OR INTEREST OF THIS BOND OR FOR ANY CLAIM BASED HEREON OR THEREON, OR OTHERWISE IN ANY MANNER IN RESPECT HEREOF OR IN RESPECT OF THE SAID MORTGAGE, TO OR AGAINST ANY INCORPORATOR, STOCKHOLDER, OFFICER OR DIRECTOR, PAST, PRESENT OR FUTURE, OF THE COMPANY OR OF ANY SUCCESSOR CORPORATION, BY VIRTUE OF ANY STATUTE OR PROVISION OR RULE OF LAW, OR BY THE ENFORCEMENT OF ANY ASSESSMENT OR PENALTY, OR IN ANY MANNER.

THIS BOND SHALL NOT BE OBLIGATORY OR VALID FOR ANY PURPOSE UNTIL AUTHENTICATED BY THE EXECUTION BY THE TRUSTEE OF THE CERTIFICATE INDORSED HEREON.

IN WITNESS WHEREOF, THE COMPANY, HAS CAUSED THIS BOND TO BE SIGNED BY ITS PRESIDENT OR A VICE-PRESIDENT, AND ITS CORPORATE SEAL TO BE HEREUNTO AFFIXED, ATTESTED BY ITS SECRETARY OR AN ASSISTANT SECRETARY, AS OF

PORTLAND RAILWAY, LIGHT AND POWER COMPANY,
BY
PRESIDENT

ATTEST:

SECRETARY

(FORM OF TRUSTEE'S CERTIFICATE)

THIS IS ONE OF THE BONDS, OF THE SERIES DESIGNATED THEREIN, DESCRIBED IN THE WITHIN MENTIONED MORTGAGE OR DEED OF TRUST.

THE NATIONAL CITY BANK OF NEW YORK,
AS TRUSTEE,

BY

AND WHEREAS, THE BONDS OF EACH SERIES OTHER THAN OF SERIES A, AND THE INTEREST COUPONS TO BE ATTACHED TO THE COUPON BONDS OF ANY SUCH SERIES, ARE TO BE SUBSTANTIALLY IN THE FORMS ABOVE SET FORTH, RESPECTIVELY, WITH SUCH MODIFICATIONS THEREOF AND ADDITIONS THERETO, AS TO ANY PARTICULAR SERIES, AS IN THE OPINION OF THE TRUSTEE AND OF THE BOARD OF DIRECTORS OF THE COMPANY AT THE TIME MAY BE NECESSARY OR APPROPRIATE BY REASON OF THE TERMS UNDER WHICH THE BONDS OF SUCH SERIES ARE ISSUED;

AND WHEREAS, ALL THINGS NECESSARY TO MAKE THE BONDS, WHEN AUTHENTICATED BY THE TRUSTEE AND ISSUED AS IN THIS INDENTURE PROVIDED, VALID, BINDING AND LEGAL OBLIGATIONS OF THE COMPANY, AND TO CONSTITUTE THIS INDENTURE A VALID MORTGAGE OR DEED OF TRUST TO SECURE THE PAYMENT OF THE PRINCIPAL AND INTEREST OF ALL BONDS SECURED HEREBY, HAVE BEEN DONE AND PERFORMED, AND THE CREATION, EXECUTION AND DELIVERY OF THIS INDENTURE, AND THE CREATION, EXECUTION AND ISSUE OF BONDS SUBJECT TO THE TERMS HEREOF, HAVE IN ALL RESPECTS BEEN DULY AUTHORIZED;

NOW THEREFORE, THIS INDENTURE WITNESSETH. THAT, FOR AND IN CONSIDERATION