

Code Financing Statements in connection therewith were duly filed in the Office of the Secretary of State of North Carolina, Raleigh, North Carolina, File No. 016279 on August 7, 1970, in the Office of the Register of Deeds, Cleveland County, North Carolina, File No. 070-0915 on August 7, 1970, in the Office of the Register of Deeds, Orange County, North Carolina, Book/File No. 70 at page 604 on August 7, 1970 and in the Office of the Register of Deeds, Rowan County, North Carolina, File No. 6804 on August 7, 1970; and

WHEREAS, the Company is authorized by law and deems it necessary from time to time to borrow money for its proper corporate purposes and to issue therefor under the Indenture its First Mortgage and Collateral Trust Bonds in series (hereinafter called the "Bonds"); and

WHEREAS, the Indenture now provides for the issuance of, and there has heretofore been issued under the Indenture, First Mortgage and Collateral Trust Bonds of the Company in two series, the first series being designated as its 5 $\frac{1}{4}$ % First Mortgage and Collateral Trust Bonds due January 1, 1978 (hereinafter sometimes called the "Bonds of the 1978 Series") in the aggregate principal amount of \$15,000,000, and the second series being designated as its 5% First Mortgage and Collateral Trust Bonds due August 1, 1984 (hereinafter sometimes called the "Bonds of the 1984 Series") in the aggregate principal amount of \$100,000,000; and

WHEREAS, the Company wishes to amend the Indenture in various respects and to provide for the creation of a new series of its First Mortgage and Collateral Trust Bonds to be designated as its 9.10% First Mortgage and Collateral Trust Bonds due December 15, 1987 (hereinafter sometimes called the "Bonds of the 1987 Series") limited to the aggregate principal amount of \$60,000,000 as hereinafter provided, and to be otherwise as hereinafter provided; and

WHEREAS, the holders of all the outstanding Bonds under the Indenture have duly consented to the execution and delivery of this Fifth Supplemental Indenture and have lodged with the Trustee writings evidencing such consent pursuant to Section 10.02 of the Original Indenture, as heretofore supplemented; and