

In the event that cash deposited pursuant to this Section (hereinafter in this paragraph called "deposited cash") shall be applied to the purchase and/or redemption of bonds at a time when bonds of two (2) or more series are Outstanding hereunder.

(1) the amount of such cash, if any, to be applied to the purchase or redemption of bonds which are not by their express terms redeemable by the application of deposited cash shall not exceed an amount which bears the same ratio to the total amount of deposited cash as the aggregate principal amount of bonds not so redeemable then Outstanding bears to the total principal amount of all bonds then Outstanding; and

(2) the deposited cash (or the balance thereof remaining after any purchase or redemption of bonds not so redeemable to the extent permitted by clause (1) above) shall be applied to the purchase and/or redemption of bonds of the 1965 Series in an amount which shall be at least equal to an amount which bears the same ratio to the total amount of deposited cash not applied pursuant to clause (1) above as the aggregate principal amount of bonds of the 1965 Series then Outstanding bears to the total principal amount of all bonds then Outstanding which are by their express terms redeemable by the application of deposited cash.

Before purchasing or accepting tenders of any bonds of the 1965 Series with cash deposited pursuant to this Section at any price, the Company of the Corporate Trustee shall previously have offered to purchase or accept tenders of bonds of such series with such cash at such price, or at a greater price, from all holders of bonds of such series pro rata (to the extent practicable in view of the denominations of bonds). An offer to purchase or accept tenders shall be deemed to have been made pro rata for the purpose of this paragraph if

(i) in the event of bonds of the 1965 Series are registered, the offer shall be (a) to purchase from each registered holder of bonds a principal amount of bonds which shall bear, as nearly as shall be practicable, the same ratio to the amount of such cash being applied to the purchase of bonds of the 1965 Series as the total principal amount of bonds registered in the name of such holder bears to the total principal amount of bonds the 1965 Series Outstanding, or (b) to accept a tender from each registered holder of such bonds of a principal amount of bonds so tendered which shall bear, as nearly as shall be practicable, the same ratio to the amount of such cash being so applied as the total principal amount of bonds of the 1965 Series tendered by each such holder bears to the total principal amount of bonds of the 1965 Series tendered by all registered holders;

(ii) in the event no bonds of the 1965 Series are registered, the offer shall be to accept tenders from the respective holders of such bonds of a principal amount of bonds so tendered which shall bear, as nearly as shall be practicable, the same ratio to the amount of such cash being so applied as the total principal amount of bonds of the 1965 Series tendered by each such holders bears to the total principal amount of bonds of the 1965 Series tendered by all holders; and

(iii) in the event there are both registered and unregistered bonds of the 1965 Series Outstanding, the cash to be applied shall be divided and allocated, as nearly as shall be practicable in the same ratio as the <sup>of bonds of the 1965 Series Outstanding as between registered</sup> then division/and unregistered bonds, and the offer, as to registered bonds, shall be to purchase or accept tenders, with the cash so allocated to registered bonds, in the manner provided in clause (i) of this paragraph, and as to unregistered bonds shall be to accept tenders in the manner provided in clause (ii) of this paragraph.

Notice of any such previous offer shall be mailed to all holders of such bonds whose names and addresses are then required to be preserved pursuant to subdivision (b) of Section 43 hereof and (if unregistered bonds are Outstanding) by notice published at least once in a Daily Newspaper, printed in the English language and of general circulation in the Borough of Manhattan, The City of New York. The price to be specified in any such previous offer shall be determined by the Company and shall be the same in respect of all bonds of the 1965 Series in so far as any one offer is concerned and the Corporate Trustee is authorized to accept tenders at such specified price pursuant to such offer even though such bonds may at the time be otherwise purchased at lower prices. If the acceptance of bonds pro rata, as aforesaid, does not result (by reason of the denominations of bonds or for any other reason) in substantial exhaustion of all such cash then to be so applied, the Corporate Trustee shall, in its sole discretion and in any manner which it deems equitable, determine the additional bonds, tenders of which shall be accepted. All tenders of bonds pursuant to every such previous offer shall be subject to acceptance in whole or in part.

The Company hereby irrevocably empowers the Corporate Trustee, in the event that any redemption is required pursuant to this Section, to give or cause to be given all requisite notices of redemption and to take all such action as may be necessary to effect such redemption.

Except as otherwise expressly provided in this Section, no cash deposited with the Corporate Trustee pursuant to this Section shall be withdrawn, used or applied for any purpose other than the purchase, payment or redemption of bonds Outstanding under this Indenture, but shall continue to be held by the Corporate Trustee until such time as such cash may be applied to the purchase, payment or redemption of bonds as permitted by this Section.