

ing any defective or inconsistent provision contained herein or in any supplemental indenture.

SECTION 2. The Trustee is hereby authorized to join with the Company in the execution of any such supplemental indenture, to make any further appropriate agreements and stipulations which may be therein contained, not inconsistent with the terms of this Indenture and to accept the conveyance, transfer and assignment of any property thereunder.

ARTICLE FOUR.

Bondholders' Meetings.

SECTION 1. The Trustee may at any time call a meeting of the bondholders and shall from time to time call a meeting of such bondholders on the written request of the Company, made pursuant to a resolution of the Board of Directors of the Company, or on the written request of bondholders representing at least one-tenth of the principal amount of the Bonds outstanding at the time of the request, provided that it shall be furnished at the time of any such request with an amount sufficient to defray the cost of publishing notice of such meeting in accordance with the provisions of Section 2 of this Article. Every such written request shall set forth the purposes of such meeting in reasonable detail. In the event of the failure of the Trustee for twenty days to call a meeting after being thereunto requested as above set forth, the Company pursuant to a resolution of the Board of Directors of the Company, or the holders of outstanding Bonds to the amount above specified in this Section, may call the meeting. In determining the percentage of the principal amount of the Bonds outstanding entitling the holders thereof to take any action under this Article, Bonds owned or held by or for the account of the Company or any corporation, company or person directly or indirectly controlling, or controlled by, or under direct or indirect common control with, the Company shall be disregarded, except that for the purpose of determining whether the Trustee shall be protected in relying on any such action, only Bonds which the Trustee knows are so owned shall be disregarded. Bonds so owned which have been pledged shall be regarded as outstanding if the pledgee shall establish to the satisfaction of the Trustee the pledgee's right to vote such Bonds and that the pledgee does not directly or indirectly control, and is not controlled by or under direct or indirect common control with, the Company. In case of a dispute as to such right, any decision by the Trustee taken upon the advice of counsel shall be full protection to the Trustee. Every such meeting of bondholders shall be held in the Borough of Manhattan, the City of New York, State of New York.

SECTION 2. Notice of every meeting of bondholders, setting forth the purpose of such meeting in reasonable detail, shall be given by publishing the same at least four times in one newspaper printed in the English language and customarily published on each business day and of general circulation in the Borough of Manhattan, the City of New York, State of New York, and in one newspaper printed in the English language and customarily published on each business day and of general circulation in the City of Atlanta, State of Georgia, the first publication to be not less than twenty and not more than sixty days prior to the date fixed for the meeting.

SECTION 3. The Trustee (for the purpose of enabling the bondholders to be present and vote at any meeting without producing their Bonds, and of enabling them to be present and vote at any such meeting by proxy), may make and may from time to time vary, such regulations as it shall think fit for the deposit of unregistered Bonds with or the exhibition thereof to any bank, banker or trust company or corporation, firm or person, approved by the Trustee, and for the issue to the persons so depositing or exhibiting the same of certificates by such bank, trust company or corporation, firm or person entitling the persons depositing or exhibiting the same to be present and vote or to appoint proxies to represent them and vote for them at any such meeting and at any adjournment thereof in the same way as if the persons so present and voting either personally or by proxy were the actual bearers of the Bonds in respect of which such certificates shall have been issued notwithstanding any transfer of such Bonds subsequent to the issuance of such certificates, and any regulations so made shall be binding and effective and the votes given in accordance therewith shall be valid and shall be counted. Each such certificate shall state the date on which the Bond or Bonds in respect of which it is issued was or were so deposited or exhibited and the serial numbers thereof. Any such certificate which does not require such Bond or Bonds to be deposited and remain on deposit until after the meeting or until surrender of such certificate shall entitle the holder thereof to vote at any meeting only if such Bond or Bonds (or another coupon Bond or Bonds issued in exchange therefor) are not produced at the meeting and at the time of the meeting shall not have been registered as to principal or surrendered in exchange for a registered Bond without coupons. As between two such certificates issued in respect of the same Bond the certificate bearing the later date shall prevail.

If any such meeting shall have been called by bondholders or by the Company as aforesaid, upon failure of the Trustee to call the same after having been so requested to do under the provisions of Section 1 of this Article, regulations to like effect for such deposit of Bonds with, or exhibition thereof to, and issue of certificates by, any bank, banker or trust company organized under the laws of the United States of America, or of any State thereof, having a capital of not less than \$50,000, shall be similarly binding and effective for all purposes hereof, if adopted or approved by the bondholders calling such meeting or by the Board of Directors of the Company, if such meeting shall have been called by the Company, provided that in either such case copies of such regulations shall be filed with the Trustee. Owners of fully registered Bonds and coupon Bonds registered as to principal may, by proxy duly constituted in writing, appoint any person to vote at any meeting for them. Each such writing shall state the aggregate principal amount of Bonds regarding which the person authorized thereby is entitled to vote. The only persons who shall be recognized at any meeting as entitled to vote in respect of Bonds outstanding hereunder or to be present at the meeting shall be (a) the persons who produce either certificates issued pursuant to regulations made as hereinabove provided or unregistered Bonds, and (b) the registered holders of Bonds (whether the same be fully registered or registered only as to principal) or the proxies of any of the foregoing appointed as herein or in such regulations provided.