

interest thereon or otherwise modify the terms of payment of principal or interest, without the consent of the holder of each Bond so affected or to effect a reduction of the percentage required by this Section for any action authorized to be taken by the bondholders pursuant to this Section.

SECTION 7. Any such resolution so passed at a meeting of the bondholders duly convened and held shall be effective to bind all bondholders, whether or not voting in person or by proxy at such meeting, and all Bonds issued under this Indenture are to be owned and held on the condition, as part of the consideration for the issuance thereof, that any resolution so adopted at a meeting of the bondholders shall be final and conclusive upon all holders of Bonds and upon their successors and assigns.

SECTION 8. The vote upon any resolution shall be by ballot and the chairman of the meeting shall appoint two inspectors of votes who shall count all votes cast at the meeting for or against any resolution and who shall make and file with the secretary of the meeting their verified written reports in duplicate of all votes cast at the meeting. A record in duplicate of the proceedings of each meeting of the bondholders shall be prepared by the secretary of the meeting and there shall be attached to said record the original reports of the inspectors of votes on any vote by ballot taken thereat and affidavits by one or more persons having knowledge of the facts setting forth a copy of the notice of the meeting and showing that said notice was published as provided in Section 2 of this Article. The record shall be signed and verified by the affidavits of the permanent chairman and secretary of the meeting and one of the duplicates shall be delivered to the Company and the other to the Trustee to be preserved by the Trustee. Any record so signed and verified shall be proof of the matters therein stated until the contrary is proved, and if the record shall also be signed and verified by the affidavit of a duly authorized representative of the Trustee, the meeting shall be deemed conclusively to have been duly convened and held, and any resolution or proceeding stated in the record to have been adopted or taken shall be deemed conclusively to have been duly adopted or taken at the meeting.

SECTION 9. Bonds authenticated and delivered after the date of any bondholders' meeting may bear a notation in form approved by the Trustee as to any action taken at meetings of bondholders theretofore held, and upon the demand of the holder of any Bond outstanding at the date of any bondholders' meeting and presentation of his Bond for the purpose, the Company shall cause suitable notation to be made on the Bond by endorsement or otherwise as to any action taken at any meeting of bondholders theretofore held. If the Company or the Trustee shall so determine, new Bonds so modified as to conform, in the opinion of the Trustee and the Board of Directors of the Company, to any bondholders' resolution shall be prepared by the Company, authenticated by the Trustee and delivered without cost to the holders of Bonds then outstanding hereunder upon surrender of such Bonds with all unmatured coupons and all matured coupons not fully paid in equal aggregate principal amounts. The Company may require the Bonds outstanding to be presented for notation or exchange as aforesaid if it shall see fit to do so. Indentures supplemental to this Indenture embodying any modification of or addition to the provisions of this Indenture or in the rights and obligations of the Company or in the rights of the holders or registered owners of the Bonds and appurtenant cou-

pons made at any bondholders' meeting and approved by resolution of the Board of Directors of the Company as aforesaid may be executed by the Trustee and the Company, and upon demand of the Trustee, or if so specified in any resolution adopted at any bondholders' meeting, shall be executed by the Company and the Trustee.

SECTION 10. Nothing in this Article shall be deemed to limit or restrict the provisions of Articles Three or Seven of this Indenture.

ARTICLE FIVE.

Redemption of Bonds.

SECTION 1. In case the Company shall desire to exercise the right to redeem and pay off all or any part of the Bonds on any interest payment date in accordance with the right reserved so to do, notice of redemption, either of all or any part of the Bonds, shall be given by the Company by publication 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, at least four times prior to the date fixed for such redemption, the first publication to be not less than thirty days prior to the date fixed for such redemption. A copy of such notice shall also be mailed by the Company at least thirty days before the date fixed for such redemption to the registered holders of Bonds (including coupon Bonds registered as to principal) called for redemption, at their last addresses appearing upon the bond registry books, but failure to give such notice by mailing shall not affect the validity of any proceedings for the redemption of Bonds.

In case the Company shall desire to exercise the right to redeem and pay off all (but not part) of the Bonds on any date other than an interest payment date, notice of such redemption shall be given in the same manner as described in the preceding paragraph, except that the first publication of such notice, and the mailing of such notice, shall be not less than sixty days prior to the date fixed for such redemption.

In case the Company shall elect to redeem less than all of the Bonds then outstanding, it shall give the Trustee adequate written notice of the aggregate principal amount of Bonds to be redeemed, and thereupon the Trustee shall, not more than twenty days before the date of first publication of notice of redemption, draw by lot, in such manner as the Trustee may elect, from the numbers of the Bonds outstanding the distinguishing numbers of a principal amount of Bonds equal to such aggregate principal amount of Bonds to be redeemed, and shall thereafter notify the Company in writing of the numbers of Bonds so drawn. In the case of any registered Bonds without coupons which are to be redeemed in part only the notice of redemption shall specify the respective portions of the principal amount thereof to be redeemed and shall state that upon surrender of such registered Bonds for redemption new Bonds of an aggregate principal amount equal to the unredeemed portions of such registered Bonds will be issued in lieu thereof. In case there shall have been drawn for redemption as aforesaid part of any registered Bond without coupons the Company shall execute and the Trustee shall authenticate and deliver to the registered holder thereof or upon his order and at the expense of the Company a new Bond or Bonds for the unredeemed portion of the surrendered Bond.