

4. Section 18. of article II of the Indenture is amended to read as follows:

SECTION 18. The Corporation will not at any time employ, or enter into any contract for the employment of, any manager or superintendent of any electric transmission and distribution system or electric generating plant embraced in the Trust Estate, or any chief operator, engineer or other employee in active charge of any electric generating plant or electric transmission line embraced in the Trust Estate, unless such employment or such contract shall first have been approved by the holder or holders of not less than a majority in principal amount of the notes at the time outstanding. If, during such periods as the Corporation shall be in default in the making of a payment or payments of principal of or interest on one or more of the notes, the holder or holders of not less than a majority in principal amount of the notes at the time outstanding shall at any time give notice to the Corporation that in their opinion any such transmission and distribution system, transmission line or generating plant is not being efficiently operated and shall request the termination of the employment of any such manager or superintendent, or of any such chief operator, engineer or employee, or shall request the termination of any operating contract in respect of any such transmission and distribution system, transmission line or generating plant, the Corporation will terminate such employment or operating contract within thirty (30) days after the date of such notice. All contracts in respect of the employment of any such manager or superintendent, or of any such chief operator, engineer or employee, or for the operation of any such transmission and distribution system, transmission line or generating plant, shall contain provisions to permit compliance with the foregoing covenants.