

[FORM OF TRUSTEE'S CERTIFICATE FOR ALL BONDS
OF THE 2001 SERIES]

This bond is one of the bonds, of the series designated therein, described
in the within-mentioned Indenture.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK
Trustee

By
Authorized Officer

PART TWO.

REPLACEMENT FUND.

SECTION 1. So long as any of the bonds of the 2001 Series are out-
standing, the Company will continue to maintain the Replacement Fund set
forth in, and in accordance with the applicable terms and conditions now
contained in, Part Two of the supplemental indenture dated as of February 1,
1949, and the covenants on the part of the Company contained in such Part
Two shall continue and remain in full force and effect, whether or not bonds
of the 1979 Series are outstanding and to the same extent as though the
words "or any bonds of the 2001 Series" were inserted after the word "Series"
appearing in the second line of Section 1 and the second line of Section 4 of
said Part Two of said supplemental indenture dated as of February 1, 1949.

SECTION 2. If at any time (a) bonds of the 2001 Series are outstanding
and (b) no bonds of the 1979 Series, of the 1981 Series, of the 1975 Series,
of the 1986 Series, of the 1992 Series, of the 1992 Series B, of the 1995 Series,
of the 1997 Series, of the 1998 Series, of the 1999 Series, of the 1999 Series B,
of the 2000 Series or of the 2000 Series B are outstanding and (c) cash which
shall have been deposited with the Trustee pursuant to such Replacement
Fund shall not within five years from the date of deposit thereof have been
paid out, or used or set aside by the Trustee for the payment, purchase or
redemption of bonds, pursuant to such Replacement Fund, such cash shall,