

WHEREAS for the purposes hereinabove recited, and pursuant to due corporate action, the Company has duly determined to execute and deliver to the Trustee a supplemental indenture in the form hereof supplementing the original indenture (the original indenture, as supplemented by the afore-said supplemental indenture dated as of June 15, 1964, by supplemental indentures dated as of February 1, 1965, April 1, 1967, February 1, 1968, February 1, 1969, September 1, 1969, March 1, 1970, August 1, 1970, March 1, 1971, December 1, 1971, April 1, 1972 and December 1, 1972, and as hereby supplemented, being sometimes hereinafter referred to as the "Indenture"); and

WHEREAS all conditions and requirements necessary to make this supplemental indenture a valid, legal and binding instrument in accordance with its terms have been done and performed, and the execution and delivery hereof have been in all respects duly authorized:

NOW, THEREFORE, THIS INDENTURE WITNESSETH:

That in consideration of the premises and of the sum of one dollar duly paid by the Company to the Trustee at or before the execution and delivery of these presents, the receipt whereof is hereby acknowledged, the Company hereby covenants and agrees with the Trustee and its successors in the trust under the Indenture as follows:

PART ONE.

BONDS OF THE 7¾ % SERIES DUE 2003.

SECTION 1. The Company hereby creates a new series of bonds to be issued under and secured by the Indenture and known as its First and Refunding Mortgage Bonds, 7¾ % Series Due 2003 (herein called "bonds of the 2003 Series"), and the Company hereby establishes, determines and fixes the terms and provisions of the bonds of the 2003 Series as hereinafter in this Part One set forth.

Each bond of the 2003 Series shall be dated the date of its authentication (except that if any such bond shall be authenticated on any interest payment date, it shall be dated the following day) and interest shall be payable on the principal represented thereby from the June 1 or December 1, as the case may be, next preceding the date thereof to which interest has been paid, unless such date is prior to December 1, 1973, in which case interest shall be payable from June 1, 1973; provided, however, that interest shall be payable on each bond of the 2003 Series authenticated after the