

this Supplemental Indenture, being hereinafter referred to collectively as the "Indenture"), all upon the terms and conditions and trusts specified in the Indenture; and

WHEREAS, § 16.01 of the Indenture provides, among other things, that the Company may execute and file with the Trustee and the Trustee at the request of the Company may join in indentures supplemental to the Indenture and which thereafter shall form a part thereof for the purposes, among other things, of (a) adding to the covenants and agreements of the Company such further covenants and agreements as the Board of Directors of the Company shall consider to be for the protection of the holders of Bonds and (b) (subject to the provisions of Article 12 and § 16.01 of the Indenture) modifying any of the provisions of the Indenture; and

WHEREAS, the Company desires to modify, amend and add to the covenants of the Company contained in the Indenture for the purposes, among other things, of permitting the Company to create or acquire subsidiaries and to execute and deliver this Supplemental Indenture in accordance with the provisions of § 16.01 and Article 12 of the Indenture; and

WHEREAS, the holders of not less than sixty-six and two-thirds per centum ($66\frac{2}{3}\%$) in principal amount of the Bonds outstanding under the Indenture, including not less than sixty-six and two-thirds per centum ($66\frac{2}{3}\%$) in principal amount of each series of Bonds outstanding under the Indenture, have consented to the execution and delivery of this Supplemental Indenture and the modifications, amendments and additions contained herein as evidenced by consents delivered to the Trustee; and

WHEREAS, all acts and things necessary to make this Supplemental Indenture, when duly executed and delivered, a valid, binding and legal instrument have been done and performed and the execution and delivery of this Supplemental Indenture have in all respects been duly authorized;

Now, THEREFORE, in consideration of the premises and in further consideration of the sum of One Dollar, lawful money of the United

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