

dated as of January 1, 1973, to the Principal Trustee which Original Trust Indenture authorizes the issue of bonds of the Company, and contains a mortgage and charge of all of the Company's property and assets to the Principal Trustee, as Trustee, to secure said bonds; and

WHEREAS, the said Original Trust Indenture makes provision for the appointment of Co-Trustees and Separate Trustees in any jurisdiction where part of the Company's property may be located, or for any other reason deemed by the Principal Trustee to be sufficient, and the Company and the Principal Trustee deem it necessary and expedient in the interest of the bondholders that a Separate Trustee be appointed in respect of property mortgaged and charged, or intended so to be, by the Original Trust Indenture beyond the territorial limits of Canada, and have asked the Separate Trustee hereunder to act in such capacity; and

WHEREAS, by the Seventeenth Supplemental Indenture to which this Consent Agreement is attached the Company is appointing the Separate Trustee to act as such Separate Trustee in respect of property in the State of South Carolina.

NOW, THEREFORE, this Consent Agreement witnesseth, in consideration of the premises, that the Principal Trustee does hereby appoint the Separate Trustee to act as such Separate Trustee in respect of property in the State of South Carolina, and does hereby approve and consent to the execution of the Seventeenth Supplemental Indenture to the Original Trust Indenture dated as of the 4th day of April, 1975, and made between the Company and the Separate Trustee constituting the Separate Trustee as such, and further constituting a mortgage and bill of sale with respect to property situated in the State of South Carolina, and more particularly referred to in the said Seventeenth Supplemental Indenture.

And, the Separate Trustee does hereby consent to act as such Separate Trustee pursuant to the said Seventeenth Supplemental Indenture, mortgage and bill of sale, and covenants and agrees with the Principal Trustee to act as such and in accordance with the terms and conditions set out in the Original Trust Indenture, and the said Seventeenth Supplemental Indenture dated as of the 4th day of April, 1975.