

WHEREAS, the Company has assumed the payment of the principal and interest on the REA Notes, the 8% RTB Note and the 7% RTB Note and desires to exchange for the REA Notes, the 8% RTB Note and the 7% RTB Note Bonds issued pursuant to the terms and provisions of the Indenture as follows (as of December 31, 1979): REA First Mortgage Exchange Bonds, Series A in the principal amount of \$658,247.27; REA First Mortgage Exchange Bonds, Series B in the principal amount of \$1,313,607.02; REA First Mortgage Exchange Bonds, Series C in the principal amount of \$3,117,292.48; RTB First Mortgage Exchange Bonds, Series A in the principal amount of \$1,486,555.08; RTB First Mortgage Exchange Bonds, Series B in the principal amount of \$914,504.82; and RTB First Mortgage Exchange Bonds, Series C in the principal amount of \$2,056,818 (hereinafter collectively called the "Exchange Bonds"); and

WHEREAS, Section 3.01 of the Original Indenture provides for the issuance of additional series of Bonds upon the execution and delivery to the Trustee of an indenture supplemental to the Original Indenture authorized and approved by the Board of Directors of the Company, provided that the provisions set forth in said Original Indenture for the issuance of additional series of Bonds are met; and

WHEREAS, the Company desires in and by this Third Supplemental Indenture to provide for the issuance of the Exchange Bonds; and

WHEREAS, the issuance of the Exchange Bonds and the execution and delivery of this Third Supplemental Indenture have been authorized and approved by the Board of Directors of the Company; and

WHEREAS, all the conditions and requirements necessary to make this Third Supplemental Indenture, when duly executed and delivered, a valid binding and legal instrument have been performed and fulfilled, and the

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