

and Collateral Trust Bonds due August 1, 1984, and \$28,000,000 principal amount of the Corporation's 9.10% First Mortgage and Collateral Trust Bonds due December 15, 1987 (the "Bonds") under an Indenture of Mortgage and Deed of Trust dated as of September 1, 1964, recorded in Mortgage Book 152, Page 204, as amended and supplemented by a First Supplemental Indenture dated as of August 1, 1965; a Second Supplemental Indenture dated as of October 31, 1966; a Third Supplemental Indenture dated as of April 15, 1968; a Fourth Supplemental Indenture dated as of June 1, 1970; a Fifth Supplemental Indenture dated as of October 1, 1971; a Sixth Supplemental Indenture dated as of March 1, 1973; a Seventh Supplemental Indenture dated as of March 25, 1982; and an Eighth Supplemental Indenture dated as of November 30, 1983 (such Indenture as so amended and supplemented is hereinafter referred to as the "Indenture") between the Corporation and the Resigning Trustees.

The Resigning Trustees have resigned as Trustees under the Indenture and, pursuant to Section 9.07 of the Indenture, have delivered notices of their resignation to the holders of the Bonds in the form of Exhibit A hereto; the Corporation and the Bondholders wish the Successor Trustees to succeed the Resigning Trustees as Trustees under the Indenture; and the Successor Trustees wish to accept appointment as Trustees under the Indenture.

0305

4328-172