

redemption price equal to the principal amount thereof, together with accrued interest on such principal amount to the date fixed for redemption, upon notice given as provided in Section 3.07, if

(a) within 90 days and not less than 80 days prior to the giving of notice of such redemption, the Company shall have requested in writing the consent of the holders of the Bonds at the time outstanding to the creation or incurring by the Company of Funded Debt in a specified amount in addition to that permitted by the provisions of Division B of Section 5.10, solely for the purpose of securing additional funds for the Company and not in whole or in part for the purpose of redeeming the Bonds;

(b) the written consent of the holders of at least 66 $\frac{2}{3}$ % in aggregate principal amount of the Bonds then outstanding to such request shall not have been received by the Company within 30 days after the making of such request;

(c) the Company shall have on hand, at the time of giving notice of such redemption, a firm and bona fide commitment from responsible lenders for a loan, to mature more than one year from the date thereof, or a bona fide commitment in customary form from responsible underwriters for the purchase or distribution of obligations of the Company, in either case in an amount at least equal to the sum of the aggregate principal amount of all Bonds at the time outstanding, the amount of any other Funded Debt which is then being prepaid and the amount of the additional Funded Debt specified in such request for such consent; and

(d) the Company shall have delivered to the Trustee an Officers' Certificate showing compliance with the foregoing conditions;

provided, however, that if, on or before the sixtieth day prior to the date fixed for redemption, the Company shall have received written notice from the holder of any Bond or Bonds electing not to accept such redemption and consenting to the creation or incurring by the Company of such additional Funded Debt and the making of the loans or the purchase or distribution of obligations of the Company referred