

whichever is the lower, and (3) proper charges for overhead, in accordance with generally accepted systems of accounting, incurred in connection with the construction of any such physical property additions (but excluding additions to, or extensions, renewals or replacements of, any part of the mortgaged property acquired as an entirety or substantially as an entirety, subject to the lien of any underlying mortgage, when such part of the mortgaged property is not included in any certificate filed with the Trustee responsive to the provisions of subparagraph (5) of section 5.01 hereof or has not theretofore been made the basis for the issuance of bonds or the withdrawal of cash hereunder); provided, however, that items within the purview of subdivisions (1) and (3) hereof shall in every case be property chargeable to either plant account or capital account under proper accounting practices of corporations carrying on a business similar to that of the Company;"

Section 2. Section 5.01 of the Original Indenture is hereby amended in its entirety so that as so amended the same shall read as follows:

"Section 5.01. Additional bonds of Series A and/or bonds of any other series created pursuant to the terms of this indenture may from time to time, to the extent herein provided on account of physical property additions made or acquired subsequent to July 1, 1945, be executed by the Company and delivered to the Trustee, and the Trustee shall upon receipt of:

(a) If the bonds authentication whereof is applied for be the initial bonds of any series, an indenture supplemental hereto and a certified copy of a resolution responsive to the provisions of section 2.05 hereof;

(b) Certified copy of a resolution of the board of directors of the Company authorizing the execution and authentication of such bonds;

(c) Certified copy of a resolution, or an opinion, responsive to subparagraph (c) of section 4.01 hereof;

(d) Certified copy of an order or orders and/or an opinion, responsive to subparagraph (d) of section 4.01 hereof;

(e) A certificate signed and sworn to by the president and by the treasurer of the Company

(1) stating that subsequent to July 1, 1945, in the case of the initial certificate responsive hereto, and, except as to property which may be omitted as hereinafter provided, subsequent to the date of the next preceding certificate in the case of all further certificates responsive hereto, the Company did acquire certain physical property additions, describing the same severally and in reasonable detail, and including therein all such physical property additions made by the Company subsequent to July 1, 1945, and not included in a previous certificate, provided that, at the option of the company, property acquired as an entirety or substantially as an entirety, subject to the lien of any underlying mortgage, may be omitted from any one or more certificates and included in any subsequent certificate; identifying any property acquired as an entirety or substantially as an entirety and included in such physical property additions and, if the same be subject to the lien of any underlying mortgage, setting forth the date of acquisition of such property and the principal amount of underlying bonds secured by lien thereon; setting forth the actual cash expenditures made for such physical property additions, respectively, and the aggregate thereof; and deducting from such aggregate the amount, if any, by which any and each expenditure exceeds the fair value of the physical property addition acquired thereby, the remainder being herein referred to as the 'net physical property additions';

(2) stating that good and valid title to each such physical property addition is vested in the Company, subject to no lien or charge whatsoever other than as permitted by the provisions of section 4.02 hereof, and the lien hereof, and in the case of any property acquired subject to the