

anticipation of any refunding operation by the application, directly or indirectly, of borrowed funds having an interest rate or interest cost to the Company or any subsidiary of the Company (calculated in accordance with accepted financial practice) of less than  $5\frac{1}{8}\%$  per annum.

In case of redemption of a part only of the Bonds of the 1968 Series due 1988 except in the case of redemption of any Bonds for the sinking fund, the Company shall, at least forty-five (45) days prior to the redemption date (unless a shorter notice shall be accepted by the Trustee as sufficient), notify the Trustee of the principal amount of Bonds to be redeemed.

The selection of Bonds of the 1968 Series due 1988 to be redeemed shall, in case less than all of the outstanding Bonds of the 1968 Series due 1988 are to be redeemed, be made by the Trustee as follows: (a) if all outstanding Bonds of the 1968 Series due 1988 shall be registered Bonds without coupons and/or coupon Bonds registered as to principal, either pro rata or substantially pro rata, unless there be more than ten such holders or unless otherwise directed by written order of all such holders filed with the Trustee at or prior to such time of designation, (b) if five per cent. (5%) or more of the outstanding Bonds of the 1968 Series due 1988 shall be registered Bonds without coupons (and/or coupon Bonds registered as to principal) registered in the name of one holder, and if such holder shall not have otherwise directed by written order, a pro rata or substantially pro rata principal amount of the Bonds of the 1968 Series due 1988 to be redeemed shall be allocated to each such registered holder of five per cent. (5%) or more of the outstanding Bonds of the 1968 Series due 1988 and (c) in any case, and as to any Bonds of the 1968 Series due 1988, to which the provisions of the foregoing clauses (a) and (b) shall not be applicable, by drawing the Bonds of the 1968 Series due 1988 to be redeemed by lot, from the Bonds of the 1968 Series due 1988 theretofore authenticated and delivered hereunder and not previously cancelled by the Trustee or called for redemption, in any manner deemed by the Trustee to be fair and proper, taking into consideration the principal amount of coupon Bonds of the 1968 Series due 1988 which are outstanding and the principal amount of registered Bonds of the 1968 Series due 1988 without coupons which are outstanding.