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Warren .....

Wayne ..... Wilson .....

Richland .....

Sumter .....

Williamsburg .....

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Berkeley	E28	570
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WHEREAS, in addition to the property described in the Mortgage, as heretofore supplemented, the Company has acquired certain other property, rights and interests in property; and

Whereas, the Company has heretofore issued, in accordance with the provisions of the Mortgage, bonds of a series entitled and designated First Mortgage Bonds, 33/4% Series due 1965 (hereinafter called the bonds of the First Series), in the aggregate principal amount of Forty-six Million Dollars (\$46,000,000), none of which are now Outstanding; bonds of a series entitled and designated First Mortgage Bonds, 31/8% Series due 1979 (hereinafter called the bonds of the Second Series) in the aggregate principal amount of Twenty Million One Hundred Thousand Dollars (\$20,100,000), all of which are now Outstanding; bonds of a series entitled and designated First Mortgage Bonds, 31/4% Series due 1979 (hereinafter called bonds of the Third Series) in the aggregate principal amount of Forty-three Million Nine Hundred Thirty Thousand Dollars (\$43,930,000), all of which are now Outstanding; bonds of a series entitled and designated First Mortgage Bonds, 2\% % Series due 1981 (hereinafter called bonds of the Fourth Series) in the aggregate principal amount of Fifteen Million Dollars (\$15,000,000), all of which are now Outstanding; and bonds of a series entitled and designated First Mortgage Bonds, 3½% Series due 1982 (hereinafter called bonds of the Fifth Series) in the aggregate principal amount of Twenty Million Dollars (\$20,000,000), all of which are now Outstanding; and

Whereas, Section 8 of the Mortgage provides that the form of each series of bonds (other than the First Series) issued thereunder and of the coupons to be attached to the coupon bonds of such series shall be established by Resolution of the Board of Directors of the Company and that the form of such series, as established by said Board of Directors, shall specify the descriptive title of the bonds and various other terms thereof, and may also contain such provisions not inconsistent with the provisions of the Mortgage as said Board of Directors may, in its discretion, cause to be inserted therein expressing or referring to the terms and conditions upon which such bonds are to be issued and/or secured under the Mortgage; and

Whereas, Section 120 of the Mortgage provides, among other things, that any power, privilege or right expressly or impliedly reserved to or in any way conferred upon the Company by any provision of the Mortgage, whether such power, privilege or right is in any way restricted or is unrestricted, may be in whole or in part waived or surrendered or subjected to any restriction if at the time unrestricted or to additional restriction if already restricted, and the Company may enter into any further covenants, limitations or restrictions for the benefit of any one or more series of bonds issued thereunder, or the Company may cure any ambiguity contained therein, or in any supplemental indenture, or may establish the terms and provisions of any series of bonds other than said First Series, by an instrument in writing executed and acknowledged by the Company in such manner