

and the execution and delivery of this Fifth Supplemental Indenture, in the form and with the terms and conditions hereof, have been in all respects duly authorized.

NOW, THEREFORE, THIS FIFTH SUPPLEMENTAL INDENTURE WITNESSETH:

That, in order to declare the terms and conditions upon which the Additional RTB Bonds are to be issued and authenticated, and to secure the payment of the principal of and interest on said Bonds and the performance of all covenants and conditions contained in said Bonds and in the Original Indenture, the First Supplemental Indenture, the Second Supplemental Indenture, the Third Supplemental Indenture, the Fourth Supplemental Indenture and this Fifth Supplemental Indenture, and in consideration of the premises, of the mutual covenants herein contained, of the acceptance of the Additional RTB Bonds issued hereunder by the holders thereof, and of the sum of One Dollar (\$1.00) duly paid by the Trustees to the Company at the execution of this Fifth Supplemental Indenture, and for other valuable consideration, the receipt of which is hereby acknowledged, the Company covenants and agrees with the Trustees as hereinafter set forth, and the Company by this Fifth Supplemental Indenture does hereby grant, bargain, sell, and convey or reconvey to the Trustees, and to each of them and to their successors in said trust, forever, all of the properties, rights and franchises described in the Original Indenture, the First Supplemental Indenture and the Second Supplemental Indenture and all properties, rights and franchises acquired or constructed by the Company since the date of the Original Indenture and the First Supplemental Indenture, as well as all the property described in Exhibit A hereto except property of the character specifically excepted from the lien of the Indenture. In trust, nevertheless, for the same purposes and upon the same conditions as are set forth in the Original Indenture.

1542

4328 RV-2