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Article called an "Authorized Newspaper"); provided, however, that the mailing of any such notice shall in no case be a condition precedent to the validity of any action taken at such meeting. If such meeting is called by the Company, after failure of the Trustee to call the same after being requested so to do, or by the bondholders, in accordance with this § 14.02, notice of such meeting shall be sufficient for all purposes hereof if given by newspaper publication as aforesaid stating the place and time of the meeting and in general terms the business to be submitted. Any meeting of bondholders shall be valid without notice if the holders of all bonds then outstanding are present in person or by proxy and if the Company and the Trustee are present by duly authorized representatives, or if notice is waived before or after the meeting by the Company, the holders of all bonds outstanding and by the Trustee.

All holders of bonds at the time of such meeting, or at the date as of which any consent of bondholders pursuant to § 14.09 of this Article 14 is to be obtained, shall be entitled to vote thereat or consent thereto, as the case may be; except that

(aa) with respect to bearer bonds upon which there has been made a notation recording the issue of a certificate for voting at such meeting issued in the manner provided in § 14.03 of this Article 14 (whether or not such bonds are thereafter registered as to principal), only the holder of such certificate and his proxies shall be entitled to vote such bonds at said meeting and any adjournment thereof;

(bb) the Trustee may, and, upon request of the Company or of not less than a majority of the bondholders, shall, fix a day not exceeding forty days preceding the date for which the meeting is called, or the date as of which such consent of bondholders is to be obtained, as a record date for the determination of holders of registered bonds entitled to notice of and to vote at such meeting and any adjournment thereof, or to give such consent, as the case may be, and only such registered owners who shall have been such registered

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being produced thereat, the Trustee may, and, upon request of the Company or of not less than a majority of the bondholders, shall, make, and from time to time may vary, such regulations as it shall deem fit permitting holders of bearer bonds to submit such bonds to, or deposit their bonds with, any banks, bankers or trust companies or their duly authorized agents, which shall issue to or upon the order of the holders of such bonds certificates with respect thereto entitling the holders thereof to be present and vote at any such meeting and to appoint proxies to represent them and vote for them at any such meeting in the same way as if the persons so present and voting, either personally or by proxy, were the actual bearers of the bonds, in respect of which such certificates shall have been issued, and any regulations so made shall be binding upon the Trustee, the Inspectors of Votes and all bondholders. Unless the bonds so received are to be kept on deposit pending the holding of such bondholders' meeting and any adjournments thereof, said banks, bankers or trust companies, or their duly authorized agents, upon issuing any such certificates shall make a notation upon the bonds with respect to which the certificates are to be issued recording the issue of such certificates, and shall forthwith return the bonds bearing such notation to the persons entitled thereto; and in all such cases such certificates shall state that such notation has been made. Thereafter the bonds bearing such notation shall not be entitled to be voted at the meeting except by the holders, and their duly authorized proxies or agents, of the certificates issued with respect to such bonds.

Each person seeking to attend or vote at any meeting of bondholders must, if required by any authorized representative of the Trustee or of the Company, produce such proof of bond or certificate ownership or personal identity as shall be satisfactory to the Inspectors of Votes. Every proxy shall be signed by the bondholder or certificate holder himself or by his duly authorized attorney, and

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owners on the date so fixed, and who are entitled to vote such registered bonds at the meeting, shall be entitled to receive notice of such meeting, and, subject to the provisions of Subdivision (aa) of this § 14.02, the registered bonds on such record date may be voted at such meeting and any adjournment thereof, or such consent with respect thereto may be given, as the case may be, only by the holders, and their proxies, who shall have been registered owners of such bonds on such record date, notwithstanding any transfer of any such bonds on the books of the Company after such date. If any registered bond on such record date shall thereafter be transferred to bearer, a suitable notation may be made upon such bond at the time of its transfer from such registered owner's name to record the fact that the registered owner of such bond on said record date and his proxies shall be the only persons entitled to vote such bond at the meeting, or to give such consent with respect to such bond, as the case may be. If any bond in bearer form on such record date is thereafter registered as to principal or exchanged for a registered bond, in each case before any certificate as provided in § 14.03 of this Article 14 has been issued with respect to such bond, the first registered owner in whose name such bond in bearer form is registered or in whose name such registered bond is issued shall be deemed to have been a registered owner of such bond on the record date for the purposes of this Article 14, except as to his right to receive notice of such meeting; and

(cc) no one shall be entitled to vote or consent, pursuant to this Article 14, in respect of any bond owned by or held by, for the account of or for the benefit or interest of, the Company, including bonds pledged to secure any obligation.

§ 14.03. Attendance by bondholders at any meeting may be in person or by proxy. In order that bearer bonds may be voted at any such bondholders' meeting without

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shall be witnessed; and its genuineness if questioned shall be established to the satisfaction of the Inspectors of Votes. All proxies and certificates presented at any meeting shall be delivered to the Inspectors of Votes and filed with the Trustee.

Officers and nominees of the Company and of the Trustee may attend at any such meeting and take part therein, but shall not be entitled to vote thereat except to the extent that they may be bondholders or may hold proxies of bondholders or may hold certificates entitling them to vote issued as in this § 14.03 provided.

§ 14.04. Persons named by the Trustee, if represented at the meeting, shall act as temporary Chairman and Secretary, respectively, of the meeting, but if the Trustee shall not be represented or shall fail to nominate such persons or if any person so nominated shall not be present, then the bondholders and holders of certificates, issued as in § 14.03 of this Article 14 provided, and proxies present and entitled to vote at said meeting shall, by a majority *per capita* vote, irrespective of the amount of their holdings, elect other persons from those present to fill such vacancy or vacancies. A permanent Chairman and a permanent Secretary of such meeting shall be elected from those present by vote of the holders of the majority in principal amount of the bonds entitled to be voted at such meeting (or of the persons having the right to vote such bonds) by such holders and persons present at such meeting. The Trustee, if represented at the meeting, shall appoint two Inspectors of Votes who shall count all votes cast at such meeting, except votes on the election of a temporary Chairman and temporary Secretary as aforesaid, and who shall make and file with the Secretary of the meeting their verified written report in duplicate of all such votes so cast at said meeting. If the Trustee shall not be represented at the meeting or shall fail to nominate such Inspectors of Votes or if either Inspector of Votes fails to