

provisions of Section 3.4 hereof; the Trustees shall not have the right or the obligation to require any further showings, certificates, opinions, appraisals or other information in respect of the matters and things covered by the foregoing documents and certificate.

- C. Substituting in lieu of Section 3.5 thereof the following Section 3.5:

3.5. Notwithstanding anything elsewhere in this Assignment contained, the Trustees shall have the right, but shall not be required, to demand in respect of any action within the purview hereof (except any action pursuant to Section 3.14 or 3.15 hereof) any showings, certificates, opinions, appraisals or other information by the Trustees deemed necessary or appropriate in addition to the matters by the terms hereof required as a condition precedent to such action.

- II. The Loan Agreement and all documents referred to therein or delivered pursuant thereto (including, but not limited to, the 1976 Note) are hereby amended: (i) to include reference therein to this Second Amendment and to the terms hereof; and (ii) to provide that, to the extent the Loan Agreement or any document referred to therein or delivered pursuant thereto is inconsistent or in conflict with the terms of Sections 3.5, 3.14 and 3.15 of the Assignment, as set forth herein, the terms of Sections 3.5, 3.14 and 3.15 of the Assignment, as set forth herein, shall prevail.

The Assignment, as amended, and as further amended by this Second Amendment is ratified and confirmed by the Company.

IN WITNESS WHEREOF, Tennessee Production Company in evidence of its ratification and confirmation of the Assignment, as amended and ratified by this Second Amendment, and in acceptance of this Second Amendment, has caused this Second Amendment to be executed on its behalf by one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by its Secretary; The Northwestern Mutual Life Insurance Company in evidence of its acceptance of this Second Amendment has caused this Second Amendment to be executed on its behalf by one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by one of its Assistant Secretaries; Harris Trust and Savings Bank in its fiduciary capacity, and in evidence of its acceptance of the trusts created by the Assignment, as amended and ratified by this Second Amendment, has caused this Second Amendment to be executed on its behalf by one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by one of its Assistant Secretaries; and G. N. Askew in evidence of his acceptance of the trusts created by the Assignment,