

TO HAVE AND TO HOLD all said properties and all franchises, licenses and agreements mortgaged, pledged and conveyed by the Company as aforesaid, or intended so to be, unto the Trustees and their successors in the trust and their assigns forever.

SUBJECT, HOWEVER, to the exceptions and reservations and matters herein recited and to Permitted Encumbrances.

IN TRUST, NEVERTHELESS, upon the terms and trusts herein set forth, for the equal and proportionate benefit and security of all present and future holders of the Bonds issued and to be issued hereunder, or any of them, without preference, priority or distinction as to lien or otherwise of any of the Bonds over any other Bond, by reason of priority in the time of the issue, sale or negotiation or maturity thereof.

AND IT IS HEREBY COVENANTED, DECLARED AND AGREED, by and between the parties hereto, that all the Bonds are to be issued, authenticated and delivered, and that all the Trust Estate and all right, title and interest of the Trustees in, to and under the Assignment and the Payment Agreement and in and to all monies to become due thereunder are to be held and applied, subject to the further covenants, conditions, uses and trusts hereinafter set forth; and the Company, for itself and its successors, does hereby covenant and agree to and with the Trustees and their successors in said trust, for the benefit of those who shall hold the Bonds, or any of them, as follows:

ARTICLE ONE.

DEFINITIONS.

The terms defined in this Article One shall, for all purposes of this Indenture, have the meanings herein specified unless the context otherwise specifies or requires. All accounting terms used in this Indenture shall have the meanings assigned to them in accordance with generally accepted accounting principles except as otherwise specifically set forth in the definitions contained herein.

Affiliate:

The term "Affiliate" shall mean any Person, directly or indirectly controlling, controlled by, or under direct or indirect common control with, the Company. A Person shall be deemed to control a corporation if such Person possesses, directly or indirectly, the power to direct or