

been executed, delivered and negotiated simultaneously with the execution and delivery of this Indenture.

AND IT IS HEREBY COVENANTED AND DECLARED that all of the Bonds, with the coupons for interest thereon, if any, are to be issued, authenticated and delivered, and that the trust estate is to be held and disposed of by the Trustees, upon and subject to the covenants, conditions, uses and trusts hereinafter set out.

ARTICLE ONE.

DEFINITIONS, FORM, EXECUTION AND REGISTRY OF BONDS.

SECTION 1.01. The terms defined in this Section 1.01, whenever used in this Indenture, shall, unless the context shall otherwise require, have the respective meanings hereinafter in this Section 1.01 specified.

"Accounting Rules" means the Interstate Commerce Commission's Uniform System of Accounts for Railroad Companies, as in effect at the time in question, or the accounting rules of any other Federal authority having jurisdiction over the accounts of railroad companies, or, to the extent not determined thereby or in case there be no such accounting rules of the Interstate Commerce Commission or other Federal authority in effect at such time and applicable to railroad companies, generally accepted accounting principles.

"Affiliate" means any person or corporation directly or indirectly controlling or controlled by or under direct or indirect common control with the Company, the terms "control", "controlling" and "controlled" meaning or referring to the right to vote a majority of the outstanding shares of capital stock having the right to elect a majority of the board of directors of the corporation in question.

"Air Rights" means any estate or interest in space above the surface of the earth, together with any estate or interest in the surface or subsurface below such space which is conveyed with such space for the purpose of providing support for, or access to, or any other right necessary in connection with, any structure or structures within such space or to be constructed within such space.