

"quarter-annual payment" shall mean any regular payment of interest or principal and interest required to be made on any quarter-annual payment date pursuant to the terms of the Note.

"quarter-annual payment date" shall mean any March 1, June 1, September 1 and December 1 during the period beginning March 1, 1978 and ending December 1, 1989.

"registered holder" shall mean the person in whose name a particular Note shall be registered on the books of the Company kept for that purpose in accordance with the terms of the Indenture.

"Subsidiary" shall mean a corporation more than 50% (by number of votes) of the Voting Stock of which is owned directly or indirectly by the Company and or its wholly-owned Subsidiaries.

"total cost" of any building shall mean the total depreciated cost (determined in accordance with generally accepted accounting principles) of the acquisition and construction thereof (including only direct costs of land acquisition and construction and expenses directly related to charges for labor and materials and such other incidental expenses (including broker's fees, architect's and professional fees, legal fees, taxes, capitalized interest, interest during construction and commitment fees) which shall not in the aggregate exceed 3.5% of the cost of such building).

"Voting Stock" shall mean stock of any class or classes of a corporation the holders of which are ordinarily, in the absence of contingencies, entitled to elect a majority of the corporate directors (or persons performing similar functions).

"Weighted Average Life to Maturity", of any indebtedness for borrowed money as at the time of the determination thereof, shall mean the number of years obtained by dividing the then Remaining Dollar-years of such indebtedness by the then outstanding principal amount of such indebtedness. The term "Remaining Dollar-years" of any indebtedness for borrowed money means the amount obtained by (1) multiplying the amount of each then remaining sinking fund, serial maturity or other required repayment, including repayment at final maturity, by the number of years (calculated to the nearest one-twelfth) which will elapse between the date of the proposed prepayment and the date of that required repayment, and (2) totaling all the products obtained in (1).