

upon or prior to maturity or redemption date of any such Bonds); provided that if such Bonds are to be redeemed prior to the maturity thereof, notice of redemption shall have been given or arrangements satisfactory to the Trustee shall have been made therefor, or waiver of such notice satisfactory in form to the Trustee shall have been filed with the Trustee; and

(iii) Bonds in lieu of which others have been authenticated and delivered except Bonds which, in the opinion of the Trustee and the Corporation, are held by a bona fide purchaser for value.

"Paying Agent" means any paying agent maintained pursuant to Section 2.08.

"Registered Owner" means the person or persons in whose name or names a particular Bond shall be registered, or registered as to principal, on the Bond Register.

"Registrar" means any registrar maintained pursuant to Section 2.08.

"State" means the State of South Carolina.

"Trustee" means Wachovia Bank and Trust Company, N.A., Winston-Salem, North Carolina, as Trustee under this Indenture, and any successor Trustee hereunder.

ARTICLE II

THE BONDS

Section 2.01. Designated Bonds. The aggregate principal amount of Designated Bonds which may be executed by the Issuer and authenticated and delivered by the Trustee and secured by this Indenture is limited to \$1,000,000 except as provided in Sections 2.11, 2.12, 2.15 and 3.06.

Each Designated Bond shall be designated "Environmental Improvement Revenue Bond Due 1995 (Union Carbide Corporation Project--Series 1982)" and shall, except as otherwise provided in Section 2.03, be dated February 18, 1982. Designated Bonds shall bear interest at the rate of 13% per annum from the date thereof until the date of payment thereof, payable on August 18, 1982 and semiannually thereafter on February 18 and August 18 of each year, and shall mature, unless previously redeemed, on February 18, 1995. Interest will be computed on the basis of a 360-day year of twelve 30-day months.

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