

The Series B Note shall be dated July 12, 1982, or such later date as agreed to by the Issuer on or before August 31, 1982 and shall bear interest from such date until maturity or until the date fixed for prepayment (whichever occurs first), at the rate per annum of sixty-five percent (65%) of the Prime Rate. The interest on the Note shall be payable monthly on the first day of each month commencing August 1, 1982. All such interest shall be computed on the basis of a 360-day year and for the rate in effect on each day of the computational period. Principal on the Note shall be payable on the first day of each month in accordance with the following schedule:

Principal Payment Schedule

July 1984 through June 1986	\$ 4,166.67 per month
July 1986 through June 1988	5,000.00 per month
July 1988 through June 1990	6,500.00 per month
July 1990 through June 1992	10,400.00 per month
July 1992 through May 1994	15,600.00 per month
June 1994	15,599.92

Upon a Determination of Taxability, the Notes shall bear interest from the Event of Taxability at the rate per annum of the Prime Rate plus one percent (1%). Any claim for increased interest for the period between an Event of Taxability and a Determination of Taxability shall be payable on the date, whether a monthly Interest Payment Date or the date of maturity or prepayment hereof, next succeeding a Determination of Taxability. If a Determination of Taxability is rescinded, the difference between the amount of interest actually paid hereon and the amount that would have accrued but for such Determination, shall be refunded by the holder to the Corporation. The Corporation shall have the right to enforce any such refund due it or, at the option of the Corporation in default of such refund, such amount may be applied as a credit against subsequent payments due hereon.

In the event that the maximum Federal corporate income tax rate applicable to the registered owner hereof (including the holder of any interest in the Notes whether by participation or otherwise) shall either be increased or reduced on or after May 24, 1982, the Tax Exempt Rate shall be adjusted to equal the product obtained by multiplying such interest rate by a fraction, the numerator of which shall be one minus the new maximum Federal corporate income tax rate and the denominator of which shall be one minus the maximum Federal corporation income tax rate as of May 24, 1982 (the "Adjusted Tax Exempt Rate"). The Adjusted Tax Exempt Rate shall be rounded to the nearest one-tenth of one percent. In no event shall the Adjusted Tax Exempt Rate (i) exceed the Taxable Rate, or (ii) be applicable with respect to any holder hereof not subject to corporate income tax.