

covenants and conditions in said Indenture of Mortgage and Deed of Trust and said Bonds contained, and said Mortgage and said assignment have been filed for record and have been recorded all as shown by Exhibit A annexed hereto and made a part hereof; and

WHEREAS, NII has been merged into the Company pursuant to a Certificate of Ownership and Merger filed in accordance with Section 253 of the General Corporation Law of Delaware on June 28, 1965 in the office of the Secretary of State of Delaware and recorded in the office of the Recorder of Deeds for New Castle County, Delaware, and by virtue of such merger all of the estate, property, rights, privileges and franchises of NII, including the property described in Schedule A to the Mortgage, are vested in and held by the Company but subject to all liabilities and obligations of NII and the rights of all creditors of NII; and

WHEREAS, The Company and the Trustees have entered into a First Supplemental Indenture supplementing said Indenture of Mortgage and Deed of Trust in order to subject to the lien of said Indenture of Mortgage and Deed of Trust certain additional property described therein, being the property described in Schedule A to the Mortgage and said First Supplemental Indenture is designated and dated and said Indenture of Mortgage and Deed of Trust and said First Supplemental Indenture have been filed for record and have been recorded, all as shown