ACH 791 PAGE 132

800x 1317 PAGE 140

75

any of the Bonds at the time outstanding, no such supplemental indenture shall add to, change or modify in any manner, or eliminate the rights conferred by section 5.17 hereof or paragraph (i) of section 7.01 hereof without the consent of the United States of America.

Upon the request of the Corporation, accompanied by a copy of a resolution of its Board of Directors certified by the Secretary or an Assistant Secretary of the Corporation authorizing the execution of any such supplemental indenture, and upon the filing with the Trustee of evidence of the consent of Bondholders and Noteholders as aforesaid, the Trustee shall join with the Corporation in the execution of such supplemental indenture unless such supplemental indenture affects the Trustee's own rights, duties or immunities under this Indenture or otherwise, in which case the Trustee may in its discretion but shall not be obligated to enter into such supplemental indenture.

It shall not be necessary for the consent of the Bondholders and Noteholders under this Section 11.02 to approve the particular form of any proposed supplemental indenture, but it shall be sufficient if such consent shall approve the substance thereof.

SECTION 11.03. Upon the execution of any supplemental indenture pursuant to the provisions of this Article Eleven or of Section 12.01, this Indenture shall be and be deemed to be modified and amended in accordance therewith and the respective rights, limitation of rights, obligations, duties and immunities under this Indenture of the Trustee, the Corporation and the holders of Bonds and Notes shall thereafter be determined, exercised and enforced hereunder subject in all respects to such modifications and amendments, and all the terms and conditions of any such supplemental indenture shall be and be deemed to be part of the terms and conditions of this Indenture for any and all purposes.

SECTION 11.04. Every supplemental indenture executed pursuant to this Indenture shall conform to the requirements of the Trust Indenture Act of 1939, as in effect at the time of execution of such supplemental indenture.

SECTION 11.05. Bonds authenticated and delivered after the execution of any supplemental indenture pursuant to the provisions of this Article Eleven or of Section 12.01 may bear a notation in form approved by the Trustee as to any matter provided for in such supplemental indenture. If the Corporation or the Trustee shall so determine, new Bonds so modified as to conform, in the opinion of the Trustee and the Corporation's Board of Directors, to any modification of this Indenture contained in any such supplemental indentures may be prepared by the Corporation, authenticated by the Trustee and delivered in exchange for the Bonds and the Notes then outstanding.

4328 RV-2