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Officers' Certificate:

The term "Officers' Certificate" shall mean a certificate signed by the President or a Vice President and by the Treasurer, an Assistant Treasurer, the Secretary or an Assistant Secretary of the Company or the Tenant, as the case may be.

Opinion of Counsel:

The term "Opinion of Counsel" shall mean an opinion in writing signed by legal counsel who shall be satisfactory to the Trustee, and who may be counsel to the Company.

Permitted Encumbrances:

The term "Permitted Encumbrances," with respect to each Property, shall mean:

- (a) the right reserved to or vested in any municipality or public authority by the terms of any right, power, franchise, grant, license, permit or provision of law to terminate such right, power, franchise, grant, license or permit, provided, that the exercise of such right would not materially impair the use of such Property for the purposes for which it is held by the Tenant or materially affect its value;
- (b) the right reserved to or vested in any municipality or public authority to purchase, condemn or appropriate such Property or any part thereof;
- (c) liens for the taxes, assessments, levies, fees, charges, duties, imposts, claims and demands referred to in Section 3.10 which are not at the time due and payable, or the validity or amount of which is being contested in compliance with the provisions of Section 3.10;
- (d) easements, rights of way, restrictions and other defects, encumbrances and irregularities in the title to such Property which do not materially impair the use thereof for the purposes for which it is held by the Tenant or materially affects its value;
- (e) rights reserved to or vested in any municipality or public authority to control or regulate such Property or to use such Property in any manner which does not materially impair the use thereof for the purposes for which it is held by the Tenant or materially affect its value;
 - (f) the lien of this Indenture and any rights granted as provided herein;
- (g) the rights of the Tenant under the Lease and the security interests created by the assignment thereof to the Trustees;
- (h) any easements, licenses, rights of way or other rights and privileges in the nature of easements which may be granted by the Company as provided in Section 4.04; and
 - (i) any encroachment, encumbrance, exception or violation set forth in Schedule A hereto.

Person:

The term "person" means an individual, partnership, corporation, trust, unincorporated association or other organization, or a government or any department or agency thereof.

Primary Term:

The term "Primary Term" shall mean the initial term of the Lease as defined therein.

Properties:

The term "Properties" shall mean the parcels of real estate, and all buildings, structures and other improvements thereto, described in Schedule A hereto. The term "Property" shall mean one of the Properties.

$Purchase\ Agreement:$

The term "Purchase Agreement" shall mean the Note Purchase Agreements dated as of December 10, 1970 between the Company and the six purchasers listed in Annex I thereto relating to the sale by the Company to such purchasers of its Secured Notes.