

BOOK 1470 - 111

Bonds shall be deemed to be "affected" by a supplemental indenture if such supplemental indenture adversely affects or diminishes the rights of Holders thereof against the Company or a Consolidated Subsidiary or against the property of the Company or a Consolidated Subsidiary. The Trustees may in the exercise of discretion, subject to Section 16.02 hereof, determine whether or not any Bonds would be affected by any supplemental indenture and any such determination shall be conclusive upon the Holders of all Bonds, whether theretofore or thereafter authenticated and delivered hereunder.

It shall not be necessary for any Act of Bondholders under this Section 19.02 to approve the particular form of any proposed supplemental indenture, but it shall be sufficient if such Act shall approve the substance thereof.

Any supplemental indenture authorized by the provisions of this Section 19.02 shall be executed by the Company and the Trustees, or either of them, in accordance with the terms of Section 19.03 hereof.

Promptly after the execution by the Company and the Trustees of any supplemental indenture pursuant to the provisions of Section 19.03 hereof, the Company shall mail to the Holders of the Bonds at their last addresses as they shall appear on the Bond Register of the Company a notice setting forth in general terms the substance of such supplemental indenture. Any failure of the Company to mail such notice, or any defect therein, shall not, however, in any way impair or affect the validity of any such supplemental indenture.

Section 19.03. Prior to the execution of any supplemental indenture, the Corporate Trustee shall receive a Company Request, accompanied by a Certified Resolution authorizing the execution of any supplemental indenture pursuant to Section 19.01 or Section 19.02 hereof, and, if pursuant to Section 19.02 hereof, evidence filed with the Corporate Trustee of the Act of Bondholders as aforesaid.

In executing, or accepting the additional trusts created by, any supplemental indenture permitted by this Article or the modifications thereby of the trusts created by this Indenture, the Trustees shall be entitled to receive, and subject to Section 16.02 hereof shall be fully protected in relying upon, an Opinion of Counsel stating that the execution of such supplemental indenture is authorized or permitted by this Indenture and stating such other matters as the Trustee may reasonably request. The Trustees may, but shall not be obligated to, enter into any such supplemental indenture which affects the Trustees', or either of their rights, duties or immunities under this Indenture or otherwise.

Section 19.04. Upon the execution of any supplemental indenture pursuant to the provisions of this Article 19, this Indenture shall be, and shall be deemed to be, modified and amended in accordance therewith and the respective rights, limitations, duties and obligations under this Indenture of the Company, the Trustees, and each of them, and the Bondholders, and each of them, shall thereafter be determined, exercised and enforced hereunder, subject in all respects to such