

Section 8.2 has consented, the requirement to provide the Holders a copy of the proposed supplemental indenture (or a description of the substance thereof) shall be deemed to be satisfied.

Unless notified by a Hedge Counterparty that it will be materially and adversely affected or a Majority of any Class that such Class will be materially and adversely affected, the Trustee shall be entitled to rely on an Opinion of Counsel and an Officer's certificate of the Issuer or Investment Manager to the effect that (x) any Class or Hedge Counterparty would not be materially and adversely affected by a proposed supplemental indenture or (y) the execution of the supplemental indenture is permitted under this Indenture as described in Section 8.3. Such a determination shall be conclusive and binding on all present and future Holders and Hedge Counterparties. The Trustee shall not be liable for any such determination made in good faith and in reliance upon any such Opinion of Counsel and certificate.

Section 8.3. Execution of Supplemental Indentures.

(a) The Trustee is hereby authorized to join in the execution of any such supplemental indenture and to make any further appropriate agreements and stipulations which may be therein contained, but the Trustee shall not be obligated to enter into any such supplemental indenture which affects the Trustee's own rights, duties, liabilities or indemnities under this Indenture or otherwise, except to the extent required by law.

In executing or accepting the additional trusts created by any supplemental indenture permitted by this Article VIII or the modifications thereby of the trusts created by this Indenture, the Trustee shall be entitled to receive, and (subject to Section 6.1 and 6.3) shall be fully protected in relying in good faith upon an Opinion of Counsel stating that the execution of such supplemental indenture is authorized or permitted by this Indenture and that all conditions precedent thereto have been complied with; *provided*, that if the specified percentage of Class A-1 Notes have provided written notice to the Trustee pursuant to Section 8.1(a)(vii), (xvi) or Section 8.1(b) or a Majority of any Class have provided notice under Section 8.2 of its determination that a proposed amendment would have material and adverse effect on such Class, the Trustee shall be bound by such determination.

(b) The Investment Manager shall not be bound by any amendment to this Indenture that affects the obligations or rights of the Investment Manager in any respect unless the Investment Manager shall have consented thereto in writing.

(c) Manager Securities shall be excluded with respect to determining whether the required consent has been obtained for any supplemental indenture that would increase the amount or priority of payment of the Investment Management Fees or reduce the obligations of the Investment Manager under the Indenture.

(d) It will not be necessary for any Act of Holders under Section 8.1 or 8.2 to approve the particular form of any proposed supplemental indenture, but it shall be sufficient if such Act shall approve the substance thereof.

(e) Promptly after the execution by the Issuer and the Trustee of any supplemental indenture, the Trustee, at the expense of the Issuer, shall provide to the Holders, the Investment Manager, each Rating Agency and any Hedge Counterparty, a copy thereof. Any failure of the