

TABLE OF CONTENTS

	<u>Page</u>
<b>ARTICLE 1</b>	
<b>DEFINITIONS</b>	
Section 1.1	Definitions..... 2
Section 1.2	Assumptions as to Pledged Obligations..... 60
<b>ARTICLE 2</b>	
<b>THE SECURITIES</b>	
Section 2.1	Forms Generally..... 61
Section 2.2	Forms of Notes and Certificate of Authentication..... 61
Section 2.3	Authorized Amount; Maturity Date; Denominations ..... 63
Section 2.4	Intentionally Omitted. .... 64
Section 2.5	Execution, Authentication, Delivery and Dating..... 65
Section 2.6	Registration, Registration of Transfer and Exchange..... 65
Section 2.7	Mutilated, Defaced, Destroyed, Lost or Stolen Security ..... 76
Section 2.8	Payment of Principal and Interest and Other Amounts; Principal and Interest Rights Preserved ..... 76
Section 2.9	Persons Deemed Owners ..... 79
Section 2.10	Cancellation ..... 79
Section 2.11	Definitive Notes..... 80
Section 2.12	Notes Beneficially Owned by Non-Permitted Holders or Non-Permitted ERISA Holders..... 81
Section 2.13	Tax Purposes..... 82
Section 2.14	No Gross Up ..... 83
<b>ARTICLE 3</b>	
<b>CONDITIONS PRECEDENT</b>	
Section 3.1	Conditions to Issuance of Notes on Closing Date ..... 83
Section 3.2	Intentionally Omitted. .... 86
Section 3.3	Custodianship; Delivery of Collateral Obligations and Eligible Investments ..... 88
Section 3.4	Representations and Warranties Concerning Collateral ..... 88
<b>ARTICLE 4</b>	
<b>SATISFACTION AND DISCHARGE</b>	
Section 4.1	Satisfaction and Discharge of Indenture..... 90
Section 4.2	Application of Trust Money..... 91
Section 4.3	Repayment of Cash Held by Paying Agent ..... 91