

Section 8.3 Execution of Supplemental Indentures.

(a) In executing or accepting the additional trusts created by any supplemental indenture permitted by this Article 8 or the modifications thereby of the trusts created by this Indenture, the Trustee shall be entitled to receive, and (subject to Sections 6.1 and 6.3 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 that all conditions precedent thereto have been satisfied. The Trustee may, but shall not be obligated to, enter into any such supplemental indenture which affects the Trustee's own rights, duties or immunities under this Indenture or otherwise.

(b) Notwithstanding anything else in this Article 8, no supplemental indenture shall be effective without the consent of the Collateral Manager, which consent shall not be unreasonably withheld (it being understood that it shall be reasonable for the Collateral Manager to withhold its consent to any supplemental indenture that creates, supplements, modifies, limits or eliminates any provision thereof affecting the fees, duties, rights, discretion, judgment, liability, conduct, care or role of the Collateral Manager or any of the purchase or sale restrictions, Collateral Quality Tests or Coverage Tests set forth in this Indenture).

Section 8.4 Effect of Supplemental Indentures.

Upon the execution of any supplemental indenture under this Article 8, this Indenture shall be modified in accordance therewith, and such supplemental indenture shall form a part of this Indenture for all purposes; and every Holder of Securities theretofore and thereafter authenticated and delivered hereunder shall be bound thereby.

Section 8.5 Reference in Securities to Supplemental Indentures.

Securities authenticated and delivered after the execution of any supplemental indenture pursuant to this Article 8 may, and if required by the Trustee shall, bear a notice in a form approved by the Trustee as to any matter provided for in such supplemental indenture. If the Applicable Issuers shall so determine, new Securities, so modified as to conform in the opinion of the Trustee and the Co-Issuers to any such supplemental indenture, may be prepared and executed by the Applicable Issuers and authenticated and delivered by the Trustee in exchange for Outstanding Securities.

ARTICLE 9

REDEMPTION OF NOTES/REPURCHASE OF NOTES

Section 9.1 Mandatory Redemption.

(a) On any applicable Payment Date on which a Coverage Test was not met on the immediately preceding Determination Date, principal payments on the Senior Notes will be made in accordance with the Priority of Payments.

(b) In the event that any Rating Agency has not confirmed in writing the rating in effect on the Closing Date of any Class of Senior Notes as of a date during the period