

at or prior to such time, and *excepting, also*, Bonds in lieu of which Bonds have been authenticated and delivered as provided in *Section 14*; *provided, however*, that Bonds owned legally or equitably by the Company or by any Affiliate of the Company, as hereinbelow defined, shall not be deemed to be "*outstanding*" for the purpose of computing the amount of Bonds in respect of which any demand, request, consent, waiver, vote or notice provided for herein may be given, except that any Bond pledged by the Company or any Affiliate as security for loans or other obligations, if the pledgee is neither the Company nor an Affiliate and if the pledgee is entitled and free to exercise all rights hereunder in respect of such Bond in his discretion, uncontrolled by the Company or any Affiliate, shall be deemed to be outstanding for the purpose of any such computation, and the Trustee shall be entitled conclusively to rely upon a Certificate of the Company as to any Bonds so owned, held or pledged. The word "*amount*", when used with relation to the amount of any bonds or obligations, shall mean the principal amount of such bonds or obligations.

II. "*Subsidiary*" shall mean any corporation, more than 50% of whose issued and outstanding shares having ordinary voting power for the election of directors (whether or not at the time stock of any other class or classes shall or might have voting power by reason of the happening of any contingency) shall at the time be owned legally or equitably by the Company and/or by one or more Subsidiaries as said term is herein defined, it being the intention hereof that any and every one of a group of corporations headed by the Company, more than 50% of whose issued and outstanding shares having ordinary voting power as aforesaid shall at the time be owned legally or equitably by one or more of the corporations comprising such group, shall be included in the term "*Subsidiary*".

I. "*Affiliate of the Company*" shall mean any corporation or person which directly, or indirectly through one or more intermediaries, controls, or is controlled by, or