

stating that the ownership of such percentage of the securities of a person is or is not necessary or sufficient to constitute direct or indirect control for the purposes of subdivision (2) or (7) of this Section 1204.

For the purposes of subdivisions (6), (7), (8) and (9) of this Section 1204, (A) the terms "security" and "securities" shall include only such securities as are generally known as corporate securities, but shall not include any note or other evidence of indebtedness issued to evidence an obligation to repay money lent to a person by one or more banks, trust companies, or banking firms, or any certificate of interest or participation in any such note or evidence of indebtedness; (B) no obligation shall be deemed to be in default when a default in payment of principal shall have continued for thirty days or more, and shall not have been cured; and (C) the Trustee or the Individual Trustee shall not be deemed the owner or holder of (i) any security which it or he holds as collateral security (as trustee or otherwise) for an obligation which is not in default as defined in clause (B) above, or (ii) any security which it or he holds as collateral security under this Indenture, irrespective of any default hereunder, or (iii) any security which it or he holds as agent for collection, or as a custodian, escrow agent or depository, or in any similar representative capacity.

For the purposes of this Section 1204, the term "voting security" means any security presently entitling the owner or holder thereof to vote in the direction or management of the affairs of a person, or any security issued under or pursuant to any trust, agreement or arrangement whereby a trustee or trustees or agent or agents for the owner or holder of such security are presently entitled to vote in the direction or management of the affairs of a person; the term "director" means any director of a corporation, or any individual performing similar functions with respect to any organization

(e) The term "amount," when used in regard to securities, means the principal amount if relating to evidence of indebtedness, the number of shares if relating to capital shares, and the number of units if relating to any other kind of security.

(d) The term "outstanding" means issued and not held by or for the account of the issuer. The following securities shall not be deemed outstanding within the meaning of this definition:

(1) securities of an issuer held in a sinking fund relating to securities of the issuer of the same class;

(2) securities of an issuer held in a sinking fund relating to another class of securities of the issuer, if the obligation evidenced by such other class of securities is not in default as to principal or interest or otherwise;

(3) securities pledged by the issuer thereof as security for an obligation of the issuer not in default as to principal or interest or otherwise; and

(4) securities held in escrow if placed in escrow by the issuer thereof;

provided, however, that any voting securities of an issuer shall be deemed outstanding if any person other than the issuer is entitled to exercise the voting rights thereof.

(e) A security shall be deemed to be of the same class as another security if both securities confer upon the holder or holders thereof substantially the same rights and privileges; provided, however, that, in the case of secured evidences of indebtedness, all of which are issued under a single indenture, differences in the interest rates or maturity dates of various series thereof shall not be deemed sufficient to constitute such series different classes; and provided, further, that, in the case of unsecured evidences of indebtedness, differences in the interest rates or maturity dates thereof shall not be deemed sufficient to constitute them securities of different classes, whether or not they are issued under a single indenture.

whether incorporated or unincorporated; and the term "executive officer" means the president, every vice-president, every trust officer, the cashier, the secretary and the treasurer of a corporation, and any individual customarily performing similar functions with respect to any organization whether incorporated or unincorporated, but shall not include the chairman of the board of directors.

For the purposes of this Section 1204, the term "underwriter," when used with reference to the Company or any other obligor upon any of the bonds, means every person, who, within three years prior to the time as of which the determination is made, has purchased from the Company or such obligor with a view to, or has sold for the Company or such obligor in connection with, the distribution of any security of the Company or such obligor outstanding at such time, or has participated or has had a direct or indirect participation in any such undertaking, or has participated or has had a participation in the direct or indirect underwriting of any such undertaking, but such term shall not include a person whose interest was limited to a commission from an underwriter or dealer not in excess of the usual and customary distributors' or sellers' commission.

For the purposes of this Section 1204, the percentage of voting securities and other securities referred to in subdivisions (3) to (9), inclusive, shall be calculated in accordance with the following provisions:

(a) A specified percentage of the voting securities of a person means such amount of the outstanding voting securities of such person as entitles the holder or holders thereof to cast such specified percentage of the aggregate votes which the holders of all the outstanding voting securities of such person are entitled to cast in the direction or management of the affairs of such person.

(b) A specified percentage of a class of securities of a person means such percentage of the aggregate amount of securities of the class outstanding.

SECTION 1205. If the Trustee shall at any time cease to be a bank or trust company in good standing organized and doing business under the laws of the United States or of any State, which (a) is authorized under the laws of the jurisdiction of incorporation to exercise corporate trust powers, and (b) is subject to supervision or examination by Federal or State authority, or shall cease to have a combined capital and surplus of not less than \$5,000,000, then the Trustee shall resign within thirty days thereafter, such resignation to become effective upon the appointment of a successor Trustee and such successor's acceptance of such appointment. If the Trustee publishes reports of condition at least annually, pursuant to law or to the requirements of the aforesaid supervising or examining authority, the combined capital and surplus of the Trustee shall be deemed to be its combined capital and surplus as set forth in its most recent report of condition so published.

If the Trustee shall fail or refuse to resign within said period, or if the Trustee or the Individual Trustee has or shall acquire any conflicting interest of the character specified in Section 1204 hereof and shall fail or refuse either to eliminate such conflicting interest or to resign within the period in said Section 1204 provided in respect of such resignation, then (i) the Trustee or the Individual Trustee, as the case may be, shall, within ten days after the expiration of said period, transmit notice of such failure or refusal to the bondholders in the manner and to the extent provided in subdivision (c) of Section 1210 hereof; and (ii) any bondholder, who has been the bona fide holder of a bond for at least six months, may, subject to the provisions of Section 9.18 hereof, on behalf of himself and all others similarly situated, petition any court of competent jurisdiction for the removal of the Trustee or the Individual Trustee, as the case may be, and the appointment of a successor, if the Trustee or the Individual Trustee, as the case may be, fails, after written