

*Opinion of Counsel*

“Opinion of Counsel” means a written opinion of counsel (who may be counsel for any of the Companies) who is satisfactory to the Trustee.

*outstanding*

“Outstanding”, when used with reference to Bonds, Prior Lien Bonds or Pledged Subsidiary Bonds, means at any particular time all such bonds theretofore authenticated and delivered except (a) any Prior Lien Bonds or Pledged Subsidiary Bonds which are subject to the lien hereof, (b) any such bonds which have been paid or redeemed or purchased and cancelled, or delivered for cancellation, under the provisions of the instrument under which they were issued, (c) any such bonds upon a transfer of which or in exchange or substitution for which other such bonds have been authenticated and (d) any such bonds for the payment or redemption of which cash shall have been deposited under the instrument under which they were issued or with any paying agent for any such bonds in an amount sufficient to pay the principal thereof, any premium on the redemption thereof and all accrued unpaid interest thereon to the maturity thereof or the date fixed for redemption thereof, as the case may be, provided that if any such bonds are to be redeemed, notice of redemption shall have been duly given or arrangements therefor shall have been made (which arrangements, in the case of Bonds, shall be satisfactory to the Trustee).

*paying agent*

“Paying agent” means any corporation, partnership or other person appointed to pay the principal of, premium, if any, or interest on any of the Bonds, Prior Lien Bonds, or Pledged Subsidiary Bonds, as the case may be.