

**ARTICLE FIVE.****Control of Prior Debt Bonds Pledged Hereunder.**

SECTION 5.01. Pledged prior debt bonds shall be in bearer form or in registered form in the name of the Corporate Trustee as registered owner. The pledged prior debt bonds shall be held by and in the custody of the Corporate Trustee under the terms and provisions of this Indenture. The Corporate Trustee is hereby authorized in its discretion to cause pledged prior debt bonds in registered form without coupons to be exchanged into bearer form, and the Corporate Trustee may cause all such Bonds in bearer form to be transferred into its name as such Corporate Trustee, or into the name of its nominee; and may make such other transfer and arrangements as may be required from time to time to protect the lien intended to be created hereby upon such pledged prior debt bonds. Pledged prior debt bonds may be held in temporary or definitive form.

The voting power, if any, with respect to the pledged prior debt bonds shall be fixed in the Corporate Trustee and exercised by it for the benefit of the trust estate in such manner as the Corporate Trustee, in its discretion, shall determine.

SECTION 5.02. Unless and until any of the events of default enumerated in Section 7.02 hereof shall have happened and be continuing or there shall be a default in the payment of the principal of or interest on the Bonds as and when the same become due and payable, the Corporate Trustee shall not be entitled to collect or receive any interest on, or to take any action to enforce the payment of the principal of, the pledged prior debt bonds.

Except as aforesaid and subject to the provisions of Section 2.06 hereof the Trustees shall have the same rights with respect to the pledged prior debt bonds as any other holder of prior debt bonds, including, without limitation, the right to enter into any agreement with