

redemption price equal to the principal amount thereof and in the manner specified in, and subject to the provisions of, Article Three, with such changes in such provisions as may be necessary to make such provisions applicable to the redemption of Bonds for the Sinking Funds.

ARTICLE FIVE.

PARTICULAR COVENANTS OF THE COMPANY.

The Company covenants with the Trustees for the benefit of the Trustees and of the several holders for the time being of the Bonds as hereinafter in this Article Five set forth.

SECTION 5.01. *Validity of Bonds; Title to Properties and Lien; Truth of Recitals.* The Company represents and warrants that it is duly authorized under the laws of the State of Delaware and all other applicable provisions of law to create and issue the Bonds and to execute and deliver this Indenture; that NII is duly authorized under the laws of the State of Delaware and all other applicable provisions of law to create and issue the NII Note and to execute and deliver the NII Mortgage; that all corporate action necessary therefor has been duly and effectively taken, and that the Bonds in the hands of the holders thereof will be legal and valid obligations of the Company.

The Company represents and warrants that it is the lawful owner and is now lawfully seized and possessed of all real property included in, and that it is the lawful owner of all other property which it purports to own and which is included in, the Trust Estate other than any and all property of any kind or nature whatsoever that may be hereafter acquired by the Company, free and clear of all liens, charges or encumbrances whatsoever except Permitted Encumbrances, and has good right, full power, and lawful authority to mortgage and convey the same to the Trustees and, except as hereinbefore in the Granting Clauses of this Indenture set forth or except as otherwise in this Indenture specifically permitted, and, subject to Permitted Encumbrances, the Company has good and marketable title thereto and will preserve, warrant and defend the same to the Trustees against the claims of all Persons and parties whomsoever. This Indenture constitutes a direct and valid first mortgage lien on the Trust Estate, subject only to Permitted Encumbrances.