

Prudential Insurance Company of America relating to the Bonds of the 1978 Series, (ii) the Agreements dated September 3, 1964 (herein sometimes called the "1984 Purchase Agreements") between the Company and, severally, The Prudential Insurance Company of America and Metropolitan Life Insurance Company relating to the Bonds of the 1984 Series, and (iii) the Agreements dated October 22, 1971 (herein sometimes called the "1987 Purchase Agreements") between the Company and, severally, The Prudential Insurance Company of America and Metropolitan Life Insurance Company relating to the Bonds of the 1987 Series; in each case as originally executed, or as the same may be supplemented, modified or amended.

*Request:*

The term "Request" shall mean a written request to the Trustee, signed in the name of the Company by the President or a Vice President or the Treasurer of the Company, and dated not more than 10 days prior to its receipt by the Trustee.

*Subordinated Debt:*

The term "Subordinated Debt" shall mean any Funded Debt of the Company which (i) is payable to and held (subject to no pledge or other encumbrance) by Celanese or Imperial, (ii) is payable as to principal and interest only out of Consolidated Net Earnings Available For Restricted Payments as provided in Section 5.09, and (iii) is expressly and effectively subordinated to all Bonds on terms approved by the holders of at least 66 $\frac{2}{3}$ % in aggregate principal amount of the Bonds at the time outstanding.

*Subsidiary:*

The term "Subsidiary" shall mean any corporation organized under the laws of any State of the United States of America, the District of Columbia, Canada or any Province of Canada, which conducts the major portion of its business, and has the major portion of its assets, in the United States of America or Canada, and all the stock of every class of which, except directors' qualifying shares, shall, at the time as of which any determination is being made, be owned by the Company either directly or through Subsidiaries.