

New Bonds of the 1978 Series and new Bonds of the 1984 Series textually revised to incorporate such changes in such Bonds as may be indicated by the terms of this Fifth Supplemental Indenture shall be prepared, and such new Bonds, duly authenticated, shall be exchanged for outstanding Bonds of the same series upon demand of and without cost to the holder thereof upon surrender of such outstanding Bonds. The Company or the Trustee may require outstanding Bonds of the 1978 Series and outstanding Bonds of the 1984 Series to be presented for exchange as aforesaid if either shall see fit to do so. Any Bonds of the 1978 Series and any Bonds of the 1984 Series hereafter authenticated and delivered respectively in exchange for Bonds of the same Series shall be so textually revised.

ARTICLE IV

PARTICULAR COVENANTS OF THE COMPANY

SECTION 4.01. The Company represents, covenants and warrants that it is duly authorized under the laws of the State of Delaware and all other applicable provisions of law to execute this Fifth Supplemental Indenture; that all corporate action on the part of the Company required by its Certificate of Incorporation and By-Laws and by the laws of the State of Delaware for the execution of this Fifth Supplemental Indenture has been duly and effectively taken; and that this Fifth Supplemental Indenture will be a legal, valid and binding obligation of the Company enforceable according to its terms.

SECTION 4.02. The Company represents, covenants and warrants that it is the lawful owner and is now lawfully seized and possessed of the properties and rights constituting the Trust Estate, free and clear of all liens, pledges or encumbrances whatsoever, except Permitted Encumbrances, that it has good right, full power and lawful authority to mortgage, grant, bargain, sell, assign, pledge, transfer and convey the same to the Trustees and, subject to Permitted Encumbrances, the Company has good and indefeasible title thereto and will preserve, warrant, and defend the same to the Trustees against the claims of all Persons and parties whosoever.