

RECORDED

exercise the powers of said Board of Directors in respect of the matters in question.

The term "Certified Resolution" means, with respect to any corporation, a copy of a resolution certified by the Secretary or any Assistant Secretary of such corporation, under its corporate seal, to have been duly adopted by its Board of Directors and to be in full force and effect on the date of such certification.

The term "Closing Dates" has the meaning specified in the Note Agreements.

The term "Consent" means the Consent and Acknowledgment of Assignment of Lease, dated as of July 23, 1973, from Lessee to the Company and the Trustees, as amended and supplemented from time to time as permitted hereby or thereby.

The term "Corporate Trust Office" means the office of the Trustee at which its corporate trust business is administered, which is located at Broad and Marietta Streets, Atlanta, Georgia at the date of execution and delivery of this Indenture.

The term "Company" has the meaning specified in the first paragraph of this Indenture.

The term "Debt", with respect to the Company, means (a) all indebtedness for borrowed money (determined in accordance with generally accepted accounting principles) which is created, guaranteed or assumed by the Company, directly or indirectly, or upon which it customarily pays interest charges, (b) all liabilities (including contingent liabilities) of the Company to discharge indebtedness (determined in accordance with generally accepted accounting principles) of other persons, and (c) all amounts secured by liens, encumbrances or charges (other than Permitted Exceptions) upon the property of the Company, even though not assumed by the Company.

The term "default" means any act or occurrence which, with notice or lapse of time, or both, would constitute an Event of Default.

4328 (N.3)