

ARTICLE 10

Discharge of Indenture

Section 10.1. Discharge on Payment of Notes. If and when all the Notes issued and outstanding hereunder shall have become due and payable (whether by lapse of time or by acceleration or by the exercise of the privilege of prepayment or otherwise), the Company shall well and truly pay or cause to be paid the full amount thereof and if the Company shall also pay or cause to be paid all other sums payable hereunder by the Company according to the true intent and meaning hereof, then this Indenture shall cease and terminate, and the Trustees shall satisfy and cancel the same as a lien on the Trust Estate and execute and deliver such deeds or other instruments as shall be requested by the Company to satisfy and discharge the lien hereof. For this purpose, Notes shall be deemed to be paid, if sufficient moneys shall have been set apart by or deposited in trust with the Trustees to pay the principal thereof and all other sums payable thereon and if the Trustee shall have received irrevocable directions so to apply such moneys, provided, that, as to Notes to be prepaid, any notice provided for in respect of their prepayment shall have been given or arrangements satisfactory to the Trustees for the giving of such notice shall have been made. At or before the time of the delivery by the Trustees of the instrument satisfying and cancelling

0 9 5 4

4328 RV-2