

to any Registered Owner or any holder hereof not subject to corporate income tax.

Upon a Determination of Taxability, the Note shall bear interest from the date of the Event of Taxability at the rate or rates per annum equal to 115% of the Prime Rate (the "Taxable Rate").

Any claim for increased interest from the Event of Taxability shall be payable on the quarterly interest payment date next succeeding a Determination of Taxability. In the event a Determination of Taxability is rescinded, the difference between the amount of interest actually paid on the Note and the amount that would have accrued but for such Determination, shall be refunded by the Registered Owner hereof or the holder of an interest by participation. Any refund due may be refunded to the Corporation under the Agreement or at the option of the Corporation may be applied as a credit against subsequent payments due on the Note.

Principal on the Note shall be payable in 35 equal quarterly installments each in the amount of \$97,222.22 commencing February 1, 1983, and thereafter on each February 1, May 1, August 1 and November 1 with a final installment of principal in the amount of \$97,222.30 plus interest accrued thereon due on November 1, 1991, on which date the Note shall mature.

In the manner and with the effect provided in this Indenture, the Note shall be subject to prepayment prior to the stated maturity thereof:

(a) As a whole on the Interest Payment Date next succeeding a Determination of Taxability at a prepayment price equal to (i) the principal amount of the Note then outstanding; (ii) interest accrued prior to the Event of Taxability at the Tax Exempt Rate or Adjusted Tax Exempt Rate, as applicable; (iii) interest accrued from the Event of Taxability at the Taxable Rate until the date of prepayment or the Note is prepaid in full; and (iv) such additional interest, penalties and additions to tax incurred by the Registered Owner or the holder of any interest in the Note whether by participation or otherwise.

(b) In part upon the completion of the Project from moneys remaining in the Construction Fund not needed for the payment of the Cost of the Project at a prepayment price without premium by applying the amount available therefor to so much of the principal and interest accrued thereon as will equal such amount. Such prepayments shall be applied against principal installments in inverse order of maturity of such principal installments.

01
21
00
0.

4328 RV-20