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"Opinion of Counsel" shall mean an opinion in writing signed by legal counsel satisfactory to the Lender.

"Payne Guaranty" shall mean the Guaranty dated as of July 1, 1983 given by David L. Payne to the Lender.

"Permitted Encumbrances" shall mean as of any particular time: (i) liens for ad valorem taxes and special assessments not then delinquent; (ii) this Agreement and the Indenture; (iii) utility, access and other easements and rights of way, flood rights, leases, subleases, restrictions and exceptions that an Authorized Corporation Representative certifies will not interfere with or impair the means of access to and egress from the Plant; (iv) such minor defects, irregularities, encumbrances, easements, rights of way, and clouds on title as normally exist with respect to properties similar in character to the Project and as do not, in the opinion of the Corporation as evidenced by a certificate of an Authorized Corporation Representative, impair the character or significance of the Project for the purpose for which it was designed or last modified and are not detrimental to the proper conduct of the business of the Corporation at the Project; (v) mechanic's and materialman's liens not filed or perfected in the manner prescribed by law in effect on the date hereof or otherwise; (vi) any purchase money mortgage, lease or security interest with respect to machinery and equipment not constituting (1) part of the Project or (2) assets purchased with proceeds of the loan to the Corporation by the Appalachian Development Corporation; (vii) the loan agreement between the Corporation and the Appalachian Development Corporation and the mortgage securing such loan; and (viii) such other encumbrances as the Lender shall agree to in writing.

"Person" shall mean an individual, a corporation, a partnership, an association, a joint stock company, a trust, any unincorporated organization or a government or political subdivision.

"Plans and Specifications" shall mean the plans and specifications prepared for the Project, on file at the Corporate Office, as the same may be implemented and detailed from time to time and as the same may be revised from time to time prior to the completion of the acquisition, construction and installation of the Project in accordance with Section 3.07 of this Agreement.

"Plant" shall mean the land described on Exhibit A hereto and all improvements and facilities of the Corporation thereon, all located in the jurisdiction of the Issuer, including, but not limited to, the Project and any equipment, machinery, fixtures or other personal property now or hereafter installed therein.