

funds or \$10,000,000. All such investments and the interest, dividends and income received thereon and therefrom and the net proceeds realized on the sale thereof shall be held in the Collateral Account as part of the Trust Estate.

3.4 Application of Moneys; Distributions After Bankruptcy

(a) Subject to Section 3.5, all moneys held by the Trustee in the Collateral Account or received by the Trustees during a Period of Actionable Default shall, to the extent available for distribution (it being understood that the Trustee may liquidate investments prior to maturity in order to make a distribution pursuant to this Section 3.4), be distributed by the Trustee on the Distribution Dates as follows and any proceeds of the Collateral received by the Trustee in a case under the Bankruptcy Code on behalf of or against the Company, as debtor, in respect of or giving effect to the Collateral shall be distributed on the Distribution Dates as follows:

FIRST: To the Trustees in an amount equal to the Trustees' Fees which are unpaid as of the Distribution Date and to any Holder which has theretofore advanced or paid any such Trustees' Fees in an amount equal to the amount thereof so advanced or paid by such Holder prior to such Distribution Date and for which such Holder has not been reimbursed prior to such Distribution Date;

02420

4328-RV-2