

NOW, THEREFORE the Bondholders, the Corporation, the Resigning Trustees, and the Successor Trustees agree as follows:

ARTICLE ONE
THE RESIGNING TRUSTEES

Section 101. Pursuant to Section 9.07 of the Indenture, the Resigning Trustees by letters (Exhibits A and B hereto) gave written notice of resignation as Trustees under the Indenture to the Corporation and the Bondholders, such resignations to become effective March 15, 1984 or on such earlier date as a successor Trustee is appointed.

Section 102. The Resigning Trustees hereby represent and warrant to the Successor Trustees, that:

- (a) To the best of the knowledge of the Responsible Officers of the Resigning Corporate Trustee assigned to its Corporate Trust Department, no Event of Default and, based on a certificate of even date delivered to the Resigning Corporate Trustee by the Corporation, no event which, after notice or lapse of time or both, would become an Event of Default, has occurred and is continuing under the Indenture.

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