

notes or other evidences of indebtedness subject to the lien hereof, to such date and at such rate of interest as the Company shall request.

“§ 7.13. If any corporation whose stock is pledged hereunder is consolidated with or merged into, or transfers its properties as an entirety to the Company (whether upon dissolution or otherwise), the Company shall, forthwith upon the consummation of such consolidation, merger or transfer, execute and deliver to the Trustee an indenture supplemental hereto subjecting to the lien hereof, subject only to permitted liens and other liens or encumbrances existing thereon at the time of such consolidation, transfer or merger, all of the properties of such corporation, except properties which if owned by the Company would be property excepted from the lien hereof, together with an opinion of counsel that such supplemental indenture complies with the requirements of this Section; provided that, in case of the consolidation of any such corporation with the Company, the provisions of *Article 13* shall be complied with. Upon the consummation of any such consolidation, merger or transfer, the pledged shares of stock or securities of any such corporation shall be surrendered to or on the order of the Company, provided there shall have been delivered to the Trustee a supplemental indenture and opinion of counsel as above provided.

“§ 7.14. The Company covenants that on demand of the Trustee it will pay the amount of all transfer taxes, if any, due in the case of any substitutions, exchanges and transfers of stocks, bonds, notes or other evidences of indebtedness made pursuant to the provisions of this Article, or any other provision of this Indenture.”

SECTION 23. § 8.03 of the Indenture is amended as follows:

(a) The portion thereof preceding *Subparagraph (a)* is amended to read as follows:

“§ 8.03A. From time to time hereafter the Company may transfer or otherwise dispose of any property (excluding contracts and leases other than leases constituting production property and excluding securities other than purchase money obligations of the kind specified in *Subdivision (d)* of this § 8.03A) constituting a part of the trust estate, and the Trustees shall release the same from the lien of this Indenture, but only upon receipt by the Trustee of:”.

(b) “§ 8.03A” is inserted in place of “§ 8.03” in *Subparagraph (b)(iv)* of § 8.03A.