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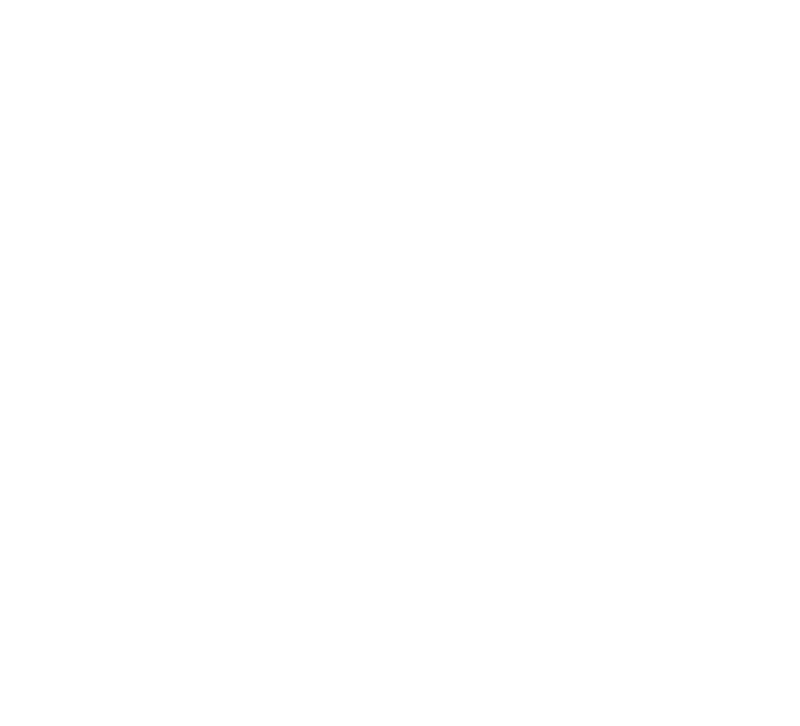
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Capitalization.

The Indenture.
The Securities
Underwriting Agreement.

No Violation or Default.



No Unlawful Payme

Amendments or Supplements; Issuer Free Writing Prospectuses

Notice to the Representatives.



 $In demnification\ of\ the\ Underwriters.$

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provided, however,