

written order of the Company, in an amount equal to the aggregate principal amount of refundable Bonds made the basis of the application for such payment, but only upon the receipt by the Trustee of:

(a) A certified resolution authorizing the application for withdrawal from the trust estate of cash in the amount therein specified.

(b) An Officers' Certificate, dated within ten days before the date of such application, setting forth the same facts as are required to be stated by § 4.06(a), except that such Certificate shall refer to the withdrawal of cash rather than to the authentication and delivery of additional Bonds and state that all conditions precedent provided for in this Indenture relating to the withdrawal of the cash in question have been complied with, and that, so far as known to the signers, the Company is not and by the making or granting of the application will not be in default in the performance of any of the terms or covenants of this Indenture.

(c) An Opinion of Counsel, dated within ten days before the date of such application, stating that in the opinion of such counsel all conditions precedent provided for in this Indenture relating to the withdrawal of the cash in question have been complied with.

In case all or substantially all of the properties of the Company (other than obligations and cash held by the Trustee) shall have been released from the lien hereof, moneys held by the Trustee as part of the trust estate shall be paid over to the Company under this § 9.02 only in an amount equivalent to the lesser of (i) the purchase price paid by the Company for any refundable Bonds purchased by the Company after the date of the deposit of the moneys being withdrawn, or (ii) the principal amount of such Bonds; provided that in such case no such payment shall be made which would reduce the amount of cash and principal amount of obligations held by the Trustee (or fair value of such obligations as shown by an Appraiser's Certificate, which shall be filed with the Trustee, if such fair value shall be less than such principal amount) below the principal amount of Bonds then outstanding hereunder.

§9.03. Any moneys received by the Trustee pursuant to §4.02 or otherwise paid to the Trustee expressly to be held and applied as