

provided in this § 9.03 shall be paid over by the Trustee to or upon the written order of the Company to reimburse the Company for construction costs actually paid by it, or shall be applied by the Trustee upon the written request of the Company to the payment of bills due and unpaid which have been incurred by the Company for construction costs, in the amounts specified for withdrawal or application in such order or request, but only if the Trustee shall have received the documents and cash specified in this § 9.03 at or prior to the time or times specified:

(A) Prior to or simultaneously with the delivery to the Trustee of the first such written order or request,

(1) An Engineer's Certificate stating that not less than \$31,000,000 of construction costs have theretofore been paid or incurred by the Company and that such construction costs are construction costs as defined in *Article 1* hereof and specifying in reasonable detail by general classifications (including production expenditures as a separate classification) the items of such construction costs.

(2) An Opinion of Counsel, dated within ten days before the date of the filing thereof, stating that

(i) the Company has good title to any real estate, and has duly obtained any easements or rights-of-way, the cost of which is included in the construction costs specified in the accompanying Engineer's Certificate furnished pursuant to *paragraph (A)(1)* of this § 9.03, subject only to permitted liens, and to defects in title to lands on which the Company has easements or rights-of-way for pipe line purposes which, in the opinion of such counsel, do not impair the right of the Company to continue the use of such property for such purposes, and subject to such other minor defects in title not constituting permitted liens as the Company shall have power by appropriate legal proceedings to cure without substantial expense or which, in the opinion of such counsel, are inconsequential, and to such liens or encumbrances as are referred to in clause (ii) below; and

(ii) the Indenture is a lien upon all such real estate and easements or rights-of-way, the cost of which is included in the