

otherwise, of incorporators, stockholders, directors or officers being released as a condition of and as a part of the consideration for the execution of this Indenture and of the issue of the Bonds and coupons.

ARTICLE 13

Consolidation, Merger and Sale

§13.01. Nothing in this Indenture contained, or in any Bond secured hereby, shall prevent the consolidation of the Company with, or the merger of the Company into, any other corporation, or prevent the sale or lease by the Company of its property as an entirety or substantially as an entirety to any other corporation (any such corporation resulting from such a consolidation or into which the Company shall have been merged or to which such a sale or lease is made by the Company being hereafter in this Article 13 called the "successor corporation"), provided that:

(a) The successor corporation shall be a corporation incorporated under the laws of any State of the United States of America and having not less than 75% of its gross assets located within the continental limits of the United States of America, and any such consolidation, merger, sale or lease shall be on such terms as not to impair the lien and security of this Indenture upon any part of the trust estate or any of the rights and powers of the Trustees or of the holders of the Bonds.

(b) In case of any such consolidation, merger into another corporation or sale, the Company shall file with the Trustee prior to or simultaneously with such consolidation, merger or sale:

(i) An Independent Engineer's Certificate dated within 30 days prior to the date of such consolidation, merger or sale but as of a time immediately after such consolidation, merger or sale, setting forth the then aggregate fair value and the aggregate cost to the successor corporation of the properties then owned by the successor corporation (without limitation as to the date of acquisition) subject to a lien or liens (other than a lien or liens junior to the lien of this Indenture) securing indebtedness of the successor corporation then outstanding;

(ii) An Accountant's Certificate dated within 30 days prior to the date of such consolidation, merger or sale but as of