

"(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)(II)(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 construction costs specified in said accompanying Engineer's Certificate furnished pursuant to *paragraph (A)(II)(1)* of this § 9.03, free and clear of any mortgage or other lien prior to the lien of the Indenture except construction liens and permitted liens, and except specified judgment liens, if any, and free and clear of any easements or similar encumbrances except such as in the opinion of such counsel do not impair the use by the Company of such real estate, easements or rights-of-way for the purposes for which they were acquired.

"If the Engineer's Certificate filed pursuant to *paragraph (1)* above shows that the construction costs stated in such Certificate include the cost of compressor stations on public lands, said Opinion of Counsel shall include with respect to the lands on which the property consisting of such compressor stations on public lands is situated, the statement of the nature specified in § 4.03(d)(iii)."

(c) The figure "\$75,000,000" is inserted in place of the figure "\$50,000,000" in *Subparagraph (B)* of § 9.03.