

SECTION 13. § 9.03 of the Indenture is amended as follows:

(a) There is inserted immediately preceding *paragraph (B)* of said section the following:

“(III) Prior to or simultaneously with the delivery to the Trustee of the first such written order or request which is delivered subsequent to the authentication by the Trustee of any Bonds of the Second 1977 Series,

“(1) An Engineer's Certificate stating that not less than \$3,200,000 of construction costs have theretofore been paid or incurred by the Company in addition to the construction costs included in Engineer's Certificates filed pursuant to *paragraphs (A) (I) (1)* and *(A) (II) (1)* and all Engineer's Certificates theretofore filed pursuant to *paragraph (C) (1)* of this § 9.03, 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 and compressor stations on public lands as separate classifications) 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) (III) (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