

clear of prior liens and encumbrances except as aforesaid, or will be so subject to the lien of this Indenture upon the execution and delivery of specified instruments of conveyance, assignment and transfer;

(iii) the Company has good title to any real estate (other than gas leasehold estates), subject only to permitted encumbrances, and has duly obtained any rights of way, described in the certificate of the Company provided for in subdivision (1) of this Section, and that such real estate and the Company's interest in such rights of way are subject to the lien of this Indenture free and clear of all liens and encumbrances other than permitted encumbrances, or will be so subject to the lien of this Indenture upon the execution and delivery of specified instruments of conveyance, assignment and transfer;

(iv) all conditions precedent provided for in this Indenture relating to the withdrawal of the moneys in question have been complied with; and

(4) such instruments of conveyance, assignment or transfer, if any, as may be specified in the above required opinion of counsel.

If the opinion of counsel provided for in the foregoing subdivision (3) of this Section shall include the statements provided for in the next to last paragraph of Section 6C.05 with reference to any of the lands on which are located any of the facilities referred to in said paragraph, such statements shall be sufficient compliance, as to such lands, with the requirement of a statement as to good title contained in clause (iii) of said subdivision (3).

Notwithstanding the foregoing provisions of this Section 6C.03, from and after the date of the execution and delivery of the Tenth Supplemental Indenture hereto the Company shall not be entitled to withdraw or have paid any moneys out of the Permian-San Juan Construction Fund unless and until there shall have been delivered to the Corporate Trustee a certificate of the Company complying with the requirements of the second paragraph of this Section (accompanied by the other documents required under the provisions of such second paragraph, in so far as applicable) and stating that not less than