

BOARD OF DIRECTORS OF THE COMPANY DIRECTING THE AUTHENTICATION AND DELIVERY OF SUCH BONDS AND AN OPINION OF COUNSEL CONFORMING TO CLAUSES 3 AND 4 OF SUBDIVISION (C) OF SECTION 3 OF THIS ARTICLE, TO A PRINCIPAL AMOUNT NOT EXCEEDING THE PRINCIPAL AMOUNT OF ANY FUNDABLE UNDERLYING OBLIGATIONS WHICH SHALL SUBSEQUENT TO THE EXECUTION OF THIS INDENTURE HAVE BEEN PAID, PURCHASED OR REDEEMED BY THE COMPANY OR DELIVERED BY THE COMPANY TO THE TRUST COMPANY FOR EXCHANGE FOR THE BONDS SECURED HEREBY; PROVIDED THAT SUCH FUNDABLE UNDERLYING OBLIGATIONS SHALL <sup>NOT</sup> HAVE BEEN PAID, PURCHASED OR REDEEMED BY THE USE OF FUNDS APPLICABLE TO THE PAYMENT, PURCHASE OR REDEMPTION THEREOF BY VIRTUE OF ANY INSURANCE OR PARTIAL RELEASE PROVISIONS OF THIS INDENTURE, OR ANY INSURANCE OR PARTIAL RELEASE PROVISIONS OF ANY UNDERLYING MORTGAGE. IN CASE THE BONDS TO BE AUTHENTICATED AND DELIVERED (THE SERIES OF WHICH SHALL BE SPECIFIED IN SUCH ORDER) SHALL BE OF A SERIES NOT THERETOFORE CREATED, THERE SHALL LIKEWISE BE DELIVERED TO THE TRUST COMPANY THE DOCUMENTS REQUIRED BY SECTION 8 OF ARTICLE 1 OF THIS INDENTURE FOR THE CREATION OF SUCH SERIES. IN CONNECTION WITH THE AUTHENTICATION AND DELIVERY OF BONDS SECURED HEREBY IN RESPECT OF FUNDABLE UNDERLYING OBLIGATIONS WHICH HAVE BEEN PAID, PURCHASED OR REDEEMED BY THE COMPANY, THERE SHALL ALSO BE DELIVERED TO THE TRUST COMPANY A CERTIFICATE SIGNED BY THE PRESIDENT OR A VICE-PRESIDENT AND THE SECRETARY OR AN ASSISTANT SECRETARY OF THE COMPANY TO THE EFFECT THAT FUNDABLE UNDERLYING OBLIGATIONS (TO BE SPECIFIED) HAVE, SUBSEQUENT TO THE EXECUTION OF THIS INDENTURE, BEEN PAID, PURCHASED OR REDEEMED BY THE COMPANY (SPECIFYING SEPARATELY THE FUNDABLE UNDERLYING OBLIGATIONS SO PURCHASED) AND THAT SUCH FUNDABLE UNDERLYING OBLIGATIONS HAVE NOT BEEN PAID, PURCHASED OR REDEEMED BY THE USE OF FUNDS APPLICABLE TO THE PAYMENT, PURCHASE OR REDEMPTION THEREOF BY VIRTUE OF ANY INSURANCE OR PARTIAL RELEASE PROVISIONS OF THIS INDENTURE OR OF ANY INSURANCE OR PARTIAL RELEASE PROVISIONS OF ANY UNDERLYING MORTGAGE AND HAVE NOT BEEN PREVIOUSLY REFUNDED PURSUANT TO ANY PROVISION OF THIS INDENTURE. EACH SUCH FUNDABLE UNDERLYING OBLIGATION SO MADE THE BASIS FOR THE AUTHENTICATION OF BONDS UNDER THIS SECTION SHALL, IF ACQUIRED BY PURCHASE OR FOR EXCHANGE, BE DELIVERED TO THE TRUST COMPANY IN NEGOTIABLE FORM, ACCOMPANIED BY ALL UNMATURED COUPONS, IF ANY, AND SHALL BE HELD UNCANCELED BY THE TRUST COMPANY AS A PART OF THE MORTGAGED PROPERTY. ANY FUNDABLE UNDERLYING OBLIGATION SHALL BE DEEMED TO HAVE BEEN PAID IF IT SHALL HAVE BEEN SURRENDERED TO AND CANCELED BY THE TRUSTEE UNDER THE MORTGAGE SECURING THE SAME, OR IF THERE SHALL HAVE BEEN DEPOSITED WITH THE TRUSTEE UNDER SUCH MORTGAGE OR WITH THE TRUST COMPANY HEREUNDER, TO BE APPLIED FOR THAT PURPOSE, A SUM OF MONEY SUFFICIENT TO PAY THE PRINCIPAL OF SUCH OBLIGATION AND THE INTEREST THEREON TO ITS MATURITY, OR TO EFFECT THE REDEMPTION THEREOF BEFORE MATURITY WITH INTEREST TO THE REDEMPTION DATE, AND A CALL OR AN EFFECTIVE PROVISION FOR A CALL THEREOF ON SUCH REDEMPTION DATE HAS BEEN MADE.

THE TERM "FUNDABLE UNDERLYING OBLIGATIONS" AS USED IN THIS INDENTURE SHALL BE DEEMED TO MEAN AND INCLUDE ANY INDEBTEDNESS WHICH SHALL BE SECURED BY ANY LIEN (OTHER THAN THE LIEN OF CURRENT TAXES) PRIOR TO THE LIEN OF THIS INDENTURE UPON PROPERTY ADDITIONS, AS HEREINAFTER DEFINED, AND WHICH INDEBTEDNESS SHALL (EXCEPT AS OTHERWISE PROVIDED IN SUB-PARAGRAPH (B) OF SECTION 6 OF THIS ARTICLE) HAVE BEEN INCLUDED IN COMPUTING THE COST OF SUCH PROPERTY ADDITIONS AS PROVIDED IN SECTION 3 OF THIS ARTICLE; AND THE TERM "UNDERLYING MORTGAGE" AS USED IN THIS INDENTURE SHALL BE DEEMED TO MEAN AND INCLUDE ANY LIEN SECURING ANY FUNDABLE UNDERLYING OBLIGATIONS.

SEC. 3. BONDS MAY, SUBJECT, NEVERTHELESS, TO THE PROVISIONS OF SECTIONS 5 AND 6 OF THIS ARTICLE, BE ISSUED FROM TIME TO TIME TO A PRINCIPAL AMOUNT NOT EXCEED-