

BY THE COMPANY AND DELIVERED TO THE CORPORATE TRUSTEE FOR AUTHENTICATION, AND THEREUPON THE SAME SHALL BE AUTHENTICATED AND DELIVERED BY THE CORPORATE TRUSTEE UPON THE WRITTEN ORDER OF THE COMPANY, AND WITHOUT FURTHER ACTION ON THE PART OF THE COMPANY THAN DELIVERY TO AND DEPOSITED WITH THE CORPORATE TRUSTEE OF THE FOLLOWING:

A. A RESOLUTION OF THE BOARD, REQUESTING THE AUTHENTICATION AND DELIVERY PURSUANT TO THE PROVISIONS OF THIS ARTICLE OF A SPECIFIED AMOUNT OF BONDS OF A DESIGNATED SERIES.

B. CASH EQUAL TO THE AGGREGATE PRINCIPAL AMOUNT OF THE BONDS WHOSE AUTHENTICATION AND DELIVERY IS THEN APPLIED FOR.

C. A CERTIFICATE OF THE COMPANY, STATING THAT THE COMPANY IS NOT IN DEFAULT IN THE PERFORMANCE OF ANY OF THE COVENANTS ON ITS PART TO BE PERFORMED UNDER THE PROVISIONS OF THIS INDENTURE.

D. THE EARNINGS CERTIFICATE REQUIRED BY PARAGRAPH C OF SECTION 17 HEREOF.

E. THE CERTIFICATES AND OTHER EVIDENCE, IF ANY, SPECIFIED IN THE OPINION OF COUNSEL AS PROVIDED BY CLAUSES (2) AND (3) OF THE FOLLOWING PARAGRAPH F.

F. AN OPINION OR OPINIONS OF COUNSEL,

(1) STATING THAT THE INSTRUMENTS WHICH HAVE BEEN OR ARE THEREWITH DELIVERED TO THE CORPORATE TRUSTEE CONFORM TO THE REQUIREMENTS OF THIS INDENTURE AND CONSTITUTE SUFFICIENT AUTHORITY UNDER THIS INDENTURE FOR THE CORPORATE TRUSTEE TO AUTHENTICATE AND DELIVER THE BONDS APPLIED FOR, AND THAT, UPON THE DEPOSIT OF AN AMOUNT OF CASH EQUAL TO THE AGGREGATE PRINCIPAL AMOUNT OF THE BONDS THEN APPLIED FOR, SUCH BONDS MAY BE LAWFULLY AUTHENTICATED AND DELIVERED UNDER THIS ARTICLE;

(2) SPECIFYING THE CERTIFICATE OR OTHER EVIDENCE WHICH WILL BE SUFFICIENT TO SHOW COMPLIANCE WITH THE REQUIREMENTS, IF ANY, OF ANY MORTGAGE RECORDING TAX OR OTHER TAX LAW APPLICABLE TO THE ISSUANCE OF THE BONDS THEN APPLIED FOR, OR STATING THAT THERE ARE NO SUCH LEGAL REQUIREMENTS; AND

(3) SPECIFYING THE CERTIFICATE OR OTHER EVIDENCE WHICH WILL BE SUFFICIENT TO SHOW THE AUTHORIZATION, APPROVAL OR CONSENT OF OR TO THE ISSUANCE OF THE BONDS THEN APPLIED FOR, BY ANY PUBLIC SERVICE COMMISSION OR OTHER GOVERNMENTAL BODY AT THE TIME HAVING JURISDICTION IN THE PREMISES, OR STATING THAT NO SUCH AUTHORIZATION, APPROVAL OR CONSENT IS REQUIRED.

SECTION 21. CASH DEPOSITED WITH THE CORPORATE TRUSTEE UNDER THE PROVISIONS OF SECTION 20 HEREOF IS IN THIS INDENTURE SOMETIMES REFERRED TO AS "DEPOSITED CASH"; AND UNTIL THE SAME SHALL HAVE BEEN PAID OVER BY THE CORPORATE TRUSTEE UPON THE WRITTEN ORDER OF THE COMPANY AS HEREINAFTER IN THIS SECTION PROVIDED, THE CORPORATE TRUSTEE SHALL HOLD ALL DEPOSITED CASH AS A PART OF THE TRUST ESTATE HEREUNDER, SUBJECT, HOWEVER, TO THE PROVISIONS OF SECTION 64 HEREOF; AND, UPON DEFAULT IN THE PAYMENT OF THE PRINCIPAL OF ANY OF THE BONDS, WHEN AND AS THE SAME SHALL BECOME DUE AND PAYABLE, WHETHER BY THE TERMS THEREOF OR BY DECLARATION OR OTHERWISE AS HEREIN PROVIDED, ANY DEPOSITED CASH THEN IN THE HANDS OF THE CORPORATE TRUSTEE SHALL BE FORTHWITH APPLICABLE TO THE PURPOSES SPECIFIED IN, AND IN ACCORDANCE WITH THE PROVISIONS OF, SECTION 74 HEREOF.

AT ANY TIME AND FROM TIME TO TIME, WHENEVER THE COMPANY SHALL BECOME ENTITLED TO THE AUTHENTICATION AND DELIVERY OF BONDS UNDER ANY OF THE PROVISIONS OF THIS INDENTURE (OTHER THAN THOSE OF SECTION 20) THE CORPORATE TRUSTEE, UPON RECEIPT OF A RESOLUTION OF THE BOARD REQUESTING THE PAYMENT OF A SPECIFIED AMOUNT OF DEPOSITED CASH, AND UPON RECEIPT ALSO OF THE INSTRUMENTS REQUIRED TO BE DELIVERED TO THE