

UPON RECEIPT BY, AND DEPOSIT 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 PRINCIPAL AMOUNT OF BONDS OF A DESIGNATED SERIES.

B. ANY BONDS THERETOFORE AUTHENTICATED AND DELIVERED UNDER THIS INDENTURE, MATURED OR UNMATURED, IN FORM TRANSFERABLE BY DELIVERY, CANCELLED OR UNCANCELLED, TOGETHER WITH ALL UNMATURED COUPONS, <sup>IF ANY,</sup> THERETO BELONGING; PROVIDED, HOWEVER, THAT, FOR THE PURPOSES OF THIS ARTICLE, IN LIEU OF DEPOSITING BONDS WITH THE CORPORATE TRUSTEE AS AFORESAID, THE COMPANY MAY DEPOSIT WITH THE CORPORATE TRUSTEE MONEY SUFFICIENT TO PAY OR REDEEM SUCH BONDS, BOTH PRINCIPAL, INTEREST AND PREMIUM, IF ANY.

C. A CERTIFICATE OF THE COMPANY, STATING THAT NONE OF THE BONDS THEN MADE THE BASIS FOR THE AUTHENTICATION AND DELIVERY OF BONDS HEREUNDER AS IN THE PRECEDING PARAGRAPH B PROVIDED, ARE BONDS WHICH, UNDER THE PROVISIONS OF SECTION 31 HEREOF ARE NOT PERMITTED TO BE MADE THE BASIS FOR THE AUTHENTICATION AND DELIVERY OF BONDS UNDER THIS ARTICLE.

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

E. 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 BASIS OF THE DEPOSIT WITH THE CORPORATE TRUSTEE OF THE BONDS AND/OR MONEY DEPOSITED PURSUANT TO PARAGRAPH B OF THIS SECTION, 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 LAW 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 31. NO BONDS SHALL BE AUTHENTICATED AND DELIVERED UNDER THIS ARTICLE UPON THE BASIS OF THE DEPOSIT, PAYMENT, REDEMPTION OR OTHER RETIREMENT OF

(A) ANY CANCELLED BOND DEPOSITED WITH THE CORPORATE TRUSTEE AS AFORESAID, IF ANOTHER BOND EVIDENCING THE SAME DEBT IS AT THE TIME OF SUCH DEPOSIT OUTSTANDING, UNLESS SUCH CANCELLED BOND BE A DUPLICATE BOND ISSUED IN LIEU OF A MUTILATED, LOST, STOLEN OR DESTROYED BOND UNDER THE PROVISIONS OF SECTION 14 HEREOF; OR

(B) ANY BOND WHICH HAS BEEN OR IS TO BE PURCHASED, PAID, REDEEMED OR OTHERWISE RETIRED OUT OF THE PROCEEDS OF ANY INSURANCE ON ANY PART OF THE MORTGAGED PROPERTY OR OUT OF THE PROCEEDS OF ANY PART OF THE MORTGAGED PROPERTY RELEASED FROM THE LIEN OF THIS INDENTURE, OR FROM A PRIOR LIEN, OR TAKEN BY THE EXERCISE OF THE POWER OF EMINENT DOMAIN; OR

(C) ANY BOND, EXPENDITURES FOR WHOSE PAYMENT, REDEMPTION OR OTHER RETIREMENT HAVE THERETOFORE BEEN USED BY THE COMPANY TO MEET THE REQUIREMENTS OF SECTION 44 HEREOF; OR