

# MORTGAGE RECORD U

SKAMANIA COUNTY, WASHINGTON

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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 acquisition of the additional property described in the certificate delivered to the corporate Trustee pursuant to Paragraph B of this Section 17, Bonds may be lawfully authenticated and delivered under this Article Four;

(2) specifying the mortgages, deeds, conveyances, assignments, transfers and instruments of further assurance which will be sufficient to subject to the direct lien of this Indenture the additional property described in said certificate, or stating that said additional property is then subject to the direct lien of this Indenture and that no such mortgage, deed, conveyance, assignment, transfer or instrument of further assurance is necessary for such purpose;

(3) stating that the Company has acquired a valid legal title (as hereinafter in Section 18 defined) to said additional property, and that the same and every part thereof is free and clear of all liens, charges or encumbrances prior to the lien of this Indenture, except taxes or assessments not delinquent, undetermined liens or charges, if any, incidental to construction, and easments and other similar encumbrances which, in the opinion of such counsel, do not impair the use of such additional property by the Company, and except also the prior liens, if any, mentioned in the certificate referred to in Paragraph B of this Section 17 and in such case that the nature, extent and amount of such prior liens are correctly stated in said certificate;

(4) stating that the Company has lawful power to acquire, own and use said additional property in its business;

(5) 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

(6) 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.

F. In case any of the additional property described in the certificate delivered to the corporate Trustee pursuant to Paragraph B of this Section 17 consists of a new plant or system, either

(1) a Certificate dated not more than 90 days prior to the application for the authentication and delivery of such Bonds, signed by an independent engineer (which may be an individual engineer or a copartnership or a corporation engaged in an engineering business and which may be under retainer from the Company) selected by the Board of Directors of the Company and acceptable to the corporate Trustee, stating the fair value, in his, their or its opinion, to the Company, at the date of said certificate, of the additional property constituting and comprising such new plant or system, or

(2) a CERTIFICATE, ORDER OR OTHER DOCUMENT showing and appraisal or valuation of the additional property constituting and comprising such new plant or system, at a date not more than 90 days prior to such application, made by any public service commission or other governmental body at the time having jurisdiction in the premises.