

no such "stockholders resolution" is necessary for the issue or validity of such bonds or to entitle the same to the security and lien hereof;

(c) A certified copy of an order issued by each such commissioner or other body or official as at the time shall, under any pertinent law, have power or authority over the issuance of bonds hereunder or over the subjection of the "mortgaged property" or any part thereof to liens, authorizing the issuance of such bonds, together with an "opinion of counsel" to the effect that any order or orders tenders are sufficient in the connections aforesaid, or, in the alternative, an "opinion of counsel" to the effect that no such order is requisite in respect of such additional bonds or in respect of the lien hereof for the security of such bonds to render such bonds the valid obligations of the Company and the lien hereof effective for the security thereof;

(d) A receipt or other evidence satisfactory to the Trustee establishing the payment of any stamp, recording or other tax required by law to be paid in connection with the issuance of such additional bonds or for the effectiveness of the lien of this Indenture for the security thereof, together with an "opinion of counsel," to the effect that the taxes paid constitute all taxes of either nature aforesaid, or in the alternative an "opinion of counsel" to the effect that payment of no such tax is requisite in this connection or for the purposes aforesaid.

Section 2. Additional bonds may be issued hereunder to the extent of sixty-six and two-thirds per cent ( $66\frac{2}{3}\%$ ) of "net bondable expenditures for property additions" as shown by the "certificate of net bondable expenditures for property additions" required by subparagraph (1) of Section 3 of this Article provided that the "net operating earnings" of the Company as shown by the "net operating earnings certificate" required by subparagraph (3) of Section 3 of this Article equal at least two and one-half times the "annual bond interest requirements" stated in such "net operating earnings certificate", provided, however, if such "net operating earnings certificate" shall disclose that the "net operating earnings" of the Company were less than two and one-half ( $2\frac{1}{2}$ ) times and at least equal to two (2) times the annual bond interest requirements stated in such "net operating earnings certificate," then additional bonds may be issued hereunder to the extent of sixty per cent (60%) of such "net bondable expenditures for property additions".

Section 3. When requesting the authentication of bonds pursuant to this Article the Company shall deliver to the Trustee:

(1) A "certificate of net bondable expenditures for property additions" dated as of a date within sixty (60) days of the date on which said bonds are to be issued;

(2) A certificate dated as of the date of the delivery of such bonds signed and verified by the President or a Vice President and the Treasurer or an Assistant Treasurer of the Company stating that no default exists in reference to any of the covenants, agreements or provisions of the Indenture;

(3) A "net operating earnings certificate";

(4) If there be included in such "certificate of net bondable expenditures for property additions" any "new gross expenditures" the following:

(i) An "engineer's certificate" dated as of the date of such "certificate of net bondable expenditures for property additions" which, if such "new gross expenditures" include any considerations other than cash or if the "property additions" thereby acquired include "purchased property", shall be an "independent engineer's certificate";

(a) stating that the signer has examined and inspected such "property additions" and that their construction or acquisition was desirable from the standpoint of the Company and of the bondholders;