

have been complied with..

M. An opinion of counsel, who may be counsel to the Company, selected and approved in the manner provided in J above to the effect that the Notes or Stock of such Subsidiary Company deposited in accordance with the requirements of Paragraph I above have been validly issued and that the title to such Notes or Stock is vested in the Trustee free and clear of all liens prior to the lien of this Indenture, except the Underlying Mortgages if the lien thereof should extend to such Notes or Stock.

N. A certificate signed by the President or a Vice-President and the Treasurer or an Assistant Treasurer of the Company stating that the Company has at least a 95% interest (as such term is defined in Section 3 of this Article) in the Subsidiary Company, the Notes or Stock of which have been deposited in accordance with the requirements of Paragraph I. above.

O. A certificate signed by the President or a Vice-President and the Treasurer or an Assistant Treasurer of the Company stating (a) either that the Subsidiary Company which has acquired such additional property or made such improvements, extensions or additions is not one acquired after the date of the execution of this Indenture, or (b) in the alternative, that it has been thereafter acquired but that Residue Bonds have theretofore been issued against the securities of such corporation pursuant to Subdivision 3 of Section 6 of this Article, or pursuant to Subdivisions 1 or 2 of Section 6 of this Article on account of additional property, improvements, extensions or additions of such corporation, or (c) in the alternative, that it has been thereafter acquired and stating the amount of the indebtedness of such corporation as such term is defined in Subdivision 3 of Section 6 of this Article, and in such case the certificate required by Paragraph H above shall further state the value of the securities of such Subsidiary Company owned by the Company or any other Subsidiary Company, without including in such valuation the property, improvements, extensions or additions against which Residue Bonds are being authenticated.

(3) In the case of the issue of Bonds against additional property, permanent improvements, extensions and additions of a Subsidiary Company in which the Company has less than a 95% interest, in addition to A, B, C, E, G, H, I, K and O.

Either L, M, and P. A statement signed by the President or a Vice-President and the Treasurer or an Assistant Treasurer of the Company stating the percentage of the interest of the Company in such Subsidiary Company computed in accordance with section 3 of this Article, and showing that the amount of Bonds of which authentication is requested does not exceed the amount permitted to be issued under Subdivision 4 of Section 6 of this Article.

Or, in lieu of L, M, and P,

Q. Demand Mortgage Bonds of such Subsidiary Company in an amount at face value at least equal to 200% of the principal amount of Bonds to be issued hereunder if issued pursuant to Subdivision 1 of Section 5 of this Article, or at least equal to 154% of the principal amount of Bonds to be issued hereunder if issued pursuant to Subdivision 2 of said Section.

In case the provisions of the Underlying Mortgages shall require the deposit of such bonds with the trustees of either of said mortgages, the Trustee may receive in lieu of such bonds, a certificate of either of the Trustees under such Underlying Mortgages, certifying that the deposit of such bonds with said trustee is required by the terms of said mortgage and further certifying that they have been so deposited and specifying the