

such indentures, mortgages, deeds, conveyances, transfers or instruments of further assurance or otherwise and such evidence of any filing or recordation thereof as may be necessary or appropriate for the purpose of effectually subjecting to the lien and operation of this Indenture any such properties, when constructed or when acquired by the Company, except as otherwise provided in the next paragraph of this subdivision (3), subject only to any prior liens permitted by the terms of this Indenture.

Provided, however, that if in any case such new properties acquired or contracted to be acquired are under the jurisdiction of the Department of the Interior of the United States Government or are under the jurisdiction of any State Government or department thereof or may not, by reason of any law, governmental rule or regulation or by reason of any provision of the contract under which such properties were acquired or are to be acquired by the Company, be mortgaged or encumbered by it, the Company shall be under no obligation to subject such properties to the lien hereof. In each such instance the Company shall, however, convey and transfer to the Trustee or otherwise subject to this Indenture as a lien thereon, junior only to liens permitted by the terms of this Indenture, other properties, acquired, constructed or developed otherwise than with the proceeds of Bonds authenticated and delivered under Section 3 of this Article or with moneys held subject to any of the provisions hereof, of a character for the acquisition whereof Bonds may be authenticated and delivered under the provisions of Section 3 of this Article, and which are of a fair value (after deducting the amount of all prior liens, which shall not in any event exceed seventy five per cent. of the fair value of such property before deducting the amount of such prior liens) at least equal to the principal amount of Bonds requested to be authenticated or the amount of cash requested to be paid out of deposited moneys by reason of the acquisition of such new properties. In such case the certificate provided for in sub-division (2) shall state that the property so to be subjected to the lien of this Indenture is of a fair value (after deducting the amount of such prior liens) at least equal to the principal amount of Bonds requested to be authenticated or the amount of cash requested to be paid out of deposited moneys by reason of the acquisition of such new properties and that the amount of all liens prior to the lien of this Indenture existing on such properties does not exceed seventy-five percent of the fair value thereof before deducting the amount of such prior liens.

(4) An opinion of counsel satisfactory to the Trustee (and such counsel may be counsel for the Company) that the purposes for which such Bonds are to be authenticated or for which such deposited moneys are to be paid out are purposes for which Bonds may be lawfully issued or deposited moneys paid out under Section 3 of this Article; and that said indentures, mortgages, deeds, conveyances, transfers or instruments of further assurance or otherwise are valid and sufficient for the purpose of effectually subjecting to the lien and operation of this Indenture the properties provided to be subjected thereto under the provisions of sub-division (3) of this Section, subject only to any prior liens permitted by the terms of this Indenture, or that no such instruments are necessary for such purpose.

Section 5. The resolutions, opinions, statements, certificates and other documents required or provided by any provision of this Article to be delivered to the Trustee, as a condition precedent to the authentication and delivery of Bonds or the payment of deposited moneys hereunder, shall be received