

stating the principal amount thereof and the desired terms, provisions and characteristics of such bonds and the designation of the series in which to be issued, all in accordance with and subject to the restrictions of Section 2 of Article I hereof;

(b) The bonds of such Subsidiary, if any, required by the provisions of sub-section (2) hereof to be then pledged hereunder, and the shares of stock of such Subsidiary (if any) required by the provisions of sub-section (3) hereof to be then pledged hereunder;

(c) A certificate signed by the President or a Vice President and also by the Treasurer or an Assistant Treasurer of the Subsidiary in respect of which any bonds are requested to be authenticated and also by the President or Vice President and by the Treasurer or an Assistant Treasurer of the Company setting forth the necessary facts and data (not specifically required to be shown in some other manner) showing that the Company is entitled under the foregoing provisions of this section to have authenticated the bonds requested to be authenticated;

(d) Unless previously furnished, an engineer's certificate (as provided in subsection (1) of this section) showing the value of the property of any Subsidiary, in respect of which any bonds are requested to be authenticated, at the time of the acquisition of such Subsidiary by the Company and also the value of any purchased property, at the time of its acquisition, thereafter acquired by such Subsidiary; and also a certificate signed by the President or a Vice President and by the Treasurer or an Assistant Treasurer of such Subsidiary and of the Company (as provided in said subsection (1) of this section) showing the expenditures for extensions made by such Subsidiary subsequent to its acquisition by the Company, and a description and the date of acquisition of any purchased property thereafter acquired by such Subsidiary, and the amount and character of the consideration paid therefor;

(e) An opinion of counsel stating (1) that such Subsidiary is lawfully organized, (2) that the amount of its capital stock pledged hereunder is not less than the amount above required to be pledged hereunder in order to qualify it as Subsidiary of the Company, (3) that the Company can lawfully hold such shares of the capital stock of such Subsidiary, and (4) that the bonds of any Subsidiary then pledged hereunder are the valid and binding obligations of such Subsidiary and are secured by a mortgage or mortgages covering substantially all the property of such Subsidiary and containing provisions for the adequate security and protection of such bonds; and

(f) The certificates, orders and/or opinions respectively required by Sections 7 and 8 of this Article.

SECTION 6. Bonds of any series, may, from time to time in the manner and subject to the limitations provided in this section and in Section 1 of Article I hereof, be issued hereunder by the Company, and shall be authenticated by the Trustee and delivered by it to or upon the order of the President or a Vice President of the Company, upon receipt by the Trustee of the following:

(a) A copy of a resolution of the Board of Directors of the Company, authorizing the execution and authentication of the bonds proposed to be issued and stating the principal amount thereof and the desired terms, provisions and characteristics of such bonds and the designation of the series in which to be issued in accordance with and subject to the restrictions of Section 2 of Article I hereof;

(b) An amount of cash equal to the principal amount of the bonds requested to be authenticated; and

(c) The orders, certificates and/or opinions required by Section 8 of this Article.

Money received by the Trustee under the provisions of this section is sometimes referred to in this Mortgage as "deposited cash". Whenever the Company shall be entitled