

WHEREAS, the form of the Trustee's certificate of authentication to be endorsed on the Bonds shall be substantially as follows:

[FORM OF TRUSTEE'S CERTIFICATE  
OF AUTHENTICATION]

This is one of the Bonds, of the series designated therein, referred to in the within-mentioned Indenture.

.....  
as Trustee

By.....  
Authorized Officer

and

WHEREAS, all acts and things prescribed by law and the charters and the by-laws of the Companies have been duly performed and complied with and the Companies have executed this Indenture in the exercise of legal right, power and authority in them vested and all things necessary to make the Bonds, when executed as herein provided and authenticated by the Trustee, the valid and binding obligations of the Companies, and to make this Indenture a valid and binding mortgage, deed of trust, and agreement for the security of the Bonds and coupons, have been done and performed:

Now, THEREFORE, THIS INDENTURE WITNESSETH:

That for and in consideration of the premises, and in consideration of the acceptance of the Bonds by the holders