

that the required condition will be complied with on the execution and delivery of designated instruments, which instruments shall be delivered in form approved by such counsel prior to or concurrently with the taking or suffering by the Trustee of the action as a condition precedent to which such opinion is required to be furnished under the terms of this Indenture.

(d) The term "engineer" shall mean any engineer, appraiser or other expert who may be an individual, co-partnership or corporation, engaged in the engineering profession or otherwise qualified to pass upon engineering questions, and who, unless required to be independent, may be an officer or employee of the Company.

(e) The term "independent", when applied to any engineer, appraiser, accountant or other expert, shall mean such a person who (1) is in fact independent, (2) does not have any substantial interest, direct or indirect, in the Company or in any other obligor upon the Bonds or in any affiliate of the Company or of any such other obligor, and (3) is not connected with the Company or any such other obligor or any affiliate of the Company or of any such other obligor, as an officer, employee, promoter, underwriter, trustee, partner, director or person performing similar functions.

*The provisions of the following paragraph shall cease to be effective if and when this Indenture shall have been qualified under the Trust Indenture Act of 1939.*

Stone & Webster Service Corporation shall, for all purposes of this Indenture, be deemed to be independent, provided, however, that the provisions of this paragraph shall cease to be effective upon receipt by the Trustee of a written notice to that effect, signed by the holders of not less than fifty per cent. (50%) in principal amount of the Bonds then outstanding.

(f) The term "accountant" shall mean any practicing accountant (who may be an individual, co-partnership or corporation) or, unless required to be independent, any officer or regular employee of the Company who is engaged in accounting work, but if required to be independent, shall be a certified or licensed public accountant.

The same officer or officers of the Company, or the same engineer or counsel or other person, as the case may be, need not certify to all the matters required to be certified under the provisions of any Article, section, subdivision or other portion hereof, but different officers, engineers, counsel or other persons may certify to different facts, respectively.

Where any person or persons are required to make, give or execute two or more applications, requests, consents, certificates, statements or other instruments under this Indenture, any such applications, requests, consents, certificates, statements or other instruments may, but need not, be consolidated and form one instrument.

(e) The term "opinion of counsel" shall mean a written opinion made by counsel engaged in the independent practice of law, who may be of counsel to the Company, and acceptable to the Trustee; and which (in so far as it relates to conditions precedent provided for in this Indenture, including any covenants compliance with which constitutes a condition precedent, which relate to the authentication and delivery of Bonds hereunder, to the release or release and substitution of property subject to the lien of this Indenture, to the satisfaction and discharge of this Indenture, or to any other action to be taken by the Trustee at the request or on the application of the Company, as the case may be), shall, if required by paragraph (g) of this § 1.03, contain the statements provided for in said paragraph. Any opinion of counsel may be based, in so far as it relates to factual matters with respect to which information is in the possession of the Company, upon a certificate or opinion of, or representations by, an officer or officers of the Company, or upon statements or representations made in any application, request, consent, certificate, or statement of the Company, unless such counsel knows that the certificate, opinion, representations, application, request, consent or statement with respect to the matters upon which his opinion may be based as aforesaid are erroneous, or, in the exercise of reasonable care, should have known that the same were erroneous. Any opinion of counsel required to be furnished pursuant to any of the provisions of this Indenture may, in lieu of stating that any required condition has been complied with, state