

SECTION 2.10. Whenever the Company shall apply for the authentication and delivery of Bonds pursuant to Section 2.05 hereof, the Company shall deliver to the Corporate Trustee

- (1) the documents specified in Section 2.02 hereof;
- (2) an Officers' Certificate describing the Prior Lien Securities to be refunded and stating

(a) that such Prior Lien Securities have been or are to be refunded, have not been Bonded and have not been acquired or retired through operation of any sinking or analogous fund; and

(b) that there have been or will be delivered to the Corporate Trustee the securities (which shall be described in said Certificate) or instruments (which shall be described in said Certificate) and Opinion of Counsel specified in the second paragraph of Section 2.05 hereof, and such evidence and other information as shall be necessary to show compliance with the conditions and limitations of Section 2.05 hereof;

and

- (3) an Opinion of Counsel stating that any refunded securities to be delivered to the Corporate Trustee, as described in the Officers' Certificate delivered pursuant to the foregoing subparagraph (2), are, or prior to payment or acquisition were, Prior Lien Securities as herein defined, or are substituted securities as described in the second paragraph of Section 2.05 hereof.

Whenever the Company shall apply for the payment of Deposited Cash for any purpose specified in Section 2.05 hereof, the Company shall deliver to the Corporate Trustee

- (1) a Request for the payment of a specified amount of Deposited Cash for the purposes therein specified;

(2) the documents required by subparagraphs (2) and (3) of the last preceding paragraph of this Section 2.10, relating to the Prior Lien Securities in respect of the refunding of which the payment of Deposited Cash is requested;