

(3) an Opinion of Counsel stating that the instruments delivered to the Corporate Trustee conform to the requirements of this Indenture and constitute sufficient authority hereunder for the Corporate Trustee to pay such Deposited Cash and that the payment thereof is not contrary to applicable law; and

(4) an Officers' Certificate stating that no Event of Default has happened and is continuing and that the Company is entitled to the payment of such Deposited Cash under this Indenture.

SECTION 2.11. Whenever the Company shall apply for the authentication and delivery of Bonds for any purpose specified in Section 2.06 hereof, the Company shall deliver to the Corporate Trustee

(1) the documents specified in Section 2.02 hereof;

(2) an Officers' Certificate substantially to the effect required by the form set out in (a) of this subparagraph (2) and in accordance with the requirements stated in (b) of this subparagraph (2):

(a) Form of Officers' Certificate.

OFFICERS' CERTIFICATE

under

Section 2.11 of the Consolidated Mortgage

Dated

The undersigned hereby certify:

1. Total Bondable Expenditures shown as item 3 in the last Officers' Certificate (dated _____), heretofore filed under Section 2.11 (hereinafter called the "Last Certificate")..... \$.....
2. Bondable Expenditures from the close of the period covered in item 1 through _____, \$.....