

(vii) the Capital Deductions shown in item 5 of the Officers' Certificate shall be summarized in an exhibit or exhibits to the Officers' Certificate;

(3) an Opinion of Counsel stating, with reference to the Bondable Expenditures shown in such Officers' Certificate,

(a) as to any Bondable Expenditures certified to have been made for Bondable Additions, that the Company has title to such Bondable Additions and that they are (or, upon the taking of the action by the Corporate Trustee applied for under this Section 2.11, will become) subject to the lien of this Indenture, as a lien thereon subject only to Excepted Encumbrances and to the Prior Liens, if any, specified in the Officers' Certificate delivered to the Corporate Trustee pursuant to the foregoing subparagraph (2);

(b) that no conveyances, declarations or instruments of further assurance are necessary for the purpose of subjecting to the lien of this Indenture any such Bondable Additions, except such, if any, as may be delivered to the Corporate Trustee with such Opinion for such purpose and, if any conveyances, declarations or instruments of further assurance be delivered to the Corporate Trustee with such Opinion, that the same accomplish such purpose; and

(c) as to Bondable Expenditures for the acquisition of Common Stock of a corporation, that such corporation is a Pledged Subsidiary and that the Common Stock so acquired is validly outstanding and fully paid and non-assessable and is free of all claims, liens, security interests and encumbrances other than Excepted Encumbrances and the lien of this Indenture;

and

(4) any Common Stock required to be delivered to the Corporate Trustee by Section 2.06 hereof.

Whenever the Company shall apply for the payment of Deposited Cash for any purpose specified in Section 2.06 hereof, unless such application is made pursuant to the provisions of Section 5.09 hereof, the Company shall deliver to the Corporate Trustee: