

MORTGAGE RECORD 85

the provisions hereof.

D. CASH in an amount equal to the Fair Value (as certified pursuant to Paragraph C of this Section, if such certification shall have been required, otherwise as certified pursuant to Clause (c) of Paragraph B of this Section) of the property to be released; provided, however, that in lieu of all or any part of such cash, the Company shall have the right to deposit with or deliver to the New York Trustee any of the following:

(1) PURCHASE MONEY OBLIGATIONS secured by a mortgage on the property to be released, or a portion thereof, and maturing not more than 10 years after the date of such deposit, and not exceeding in principal amount 66 2/3% of the Fair Value (as certified as above set forth in this Paragraph D) of the property covered by such purchase money mortgage, which purchase money obligations, and the mortgages securing the same, shall be duly assigned to the New York Trustee and shall be received by the New York Trustee at the principal amount thereof in lieu of cash; provided, however, that the New York Trustee shall not accept any such purchase money obligations in lieu of cash as provided in this Clause (1) if thereby the aggregate principal amount of all purchase money obligations received by the New York Trustee pursuant to this Clause (1) and at the time held by the New York Trustee would exceed 10% of the principal amount of all Bonds then outstanding hereunder.

(2) GOVERNMENTAL OBLIGATIONS, consisting of bonds or other interest-bearing obligations constituting direct and general obligations of any State or any municipal corporation or other governmental authority possessing taxing power, and issued pursuant to law by such State, municipal corporation or other governmental authority in payment in whole or in part for the property to be released, which governmental obligations shall be received by the New York Trustee at the principal amount thereof in lieu of cash.

(3) A CERTIFICATE of the trustee or other holder of a Prior Lien on all or any part of the property to be released, stating that a specified amount of cash and/or a specified principal amount of purchase money obligations and/or governmental obligations of the character described in the preceding Clauses (1) and (2) of this Paragraph and representing proceeds of the sale of such property, have been deposited with such trustee or other holder pursuant to the requirements of such Prior Lien; and such certificate shall be received by the New York Trustee in lieu of cash equal to the cash and the principal amount of the purchase money obligations and of the governmental obligations so certified to have been deposited with such trustee or other holder of such Prior Lien.

(4) The CERTIFICATES, OPINIONS AND OTHER INSTRUMENTS which the Company would be required to furnish to the New York Trustee upon an application for the authentication and delivery of Bonds on the basis of Property Additions under Article Four, but with the following variations and omissions of the instruments specified in Section 25, to wit:

(a) Clause (1) of the Property Additions Certificate shall contain an additional statement to the effect that none of the Property Additions therein described have been acquired by the Company more than 30 days prior to the date of the application for such release;

(b) there shall be an additional statement in Clause (2) of the Property Additions Certificate, to the effect that none of the Property Additions therein described have in any other previous or then pending application been made the basis for the release of any Unbonded Property from the lien of this Indenture or for the withdrawal of any Unbonded Cash from the New York Trustee or from the trustee or other holder of a Prior Lien, and that none of said Property Additions include any property acquired or constructed by the Company in performance of its duty to replace old, inadequate, obsolete or worn out Unbonded Property disposed of pursuant to Paragraph A of Section 40, or to repair, replace, or restore insured Unbonded Property which shall have been damaged or destroyed but the proceeds of the insurance on which shall not have been required to be paid to the New York Trustee pursuant to the provisions of Section 77; and said Property Additions Certificate need not contain the statements required by Clauses (11), (12) and (13) thereof;

(c) it shall not be necessary for the Company to deliver to the New York Trustee the resolution required by Paragraph A, the Retirements Certificate required by Paragraph E, the Earnings Certificate required by Paragraph F, or any of the certificates of parts of the Opinion of Counsel referred to in Clauses (5), (6) and (7) of Paragraph 1, of Section 25;

(d) the Summary Certificate required by Paragraph G of Section 25 shall show only Gross Additions Before Replacement Deductions and shall not include any Additions Credit;

(e) if none of the property to be released is Bonded Property and such property or any part thereof is subject to a Prior Lien, the Property Additions then so certified may be subject to the same Prior Lien, and the Property Additions Certificate required by Paragraph B of Section 25 and the Opinion of Counsel required by Paragraph 1 of Section 25 may be modified accordingly.

Such certificates, opinions and other instruments shall be received by the New York Trustee in lieu of cash up to the amount of the Gross Additions Before Replacement Deductions so certified to the New York Trustee.

E. AN OPINION OR OPINIONS OF COUNSEL,

(1) stating that the instruments which have been or are therewith delivered to the New York Trustee conform to the requirements of this Indenture and constitute sufficient authority under this Indenture for the Trustees to execute and deliver the release requested, and that, upon the basis of the cash, purchase money obligations, governmental obligations, certificates, opinions and other instruments delivered to the New York Trustee pursuant to Paragraph D of this Section, the property so sold or disposed of or contracted to be sold or disposed of may be released from the lien of this Indenture pursuant to the provisions of this Section;

(2) stating that the purchase money obligations, if any, delivered to the New York Trustee or to the trustee or other holder of a Prior Lien pursuant to Clause (1) or (2) of Paragraph D of this Section are valid obligations and are duly secured by a valid purchase money mortgage constituting a direct lien upon all the property to be released, or upon the portion thereof described pursuant to Clause (5) of Paragraph B of this Section, free and clear of all prior liens, charges or encumbrances, except any Prior Liens, or other charges or encumbrances prior to the lien of this Indenture, which may have existed on the property to be released immediately prior to such release and that the assignment of any mortgage securing such purchase money obligations is valid and in recordable form;

(3) stating that the governmental obligations, if any, delivered to the New York Trustee or to the trustee or other holder of a Prior Lien pursuant to Clause (2) or (3) of Paragraph D of this Section, constitute direct and general obligations of a designated State of a municipal corporation or other governmental authority which possesses power to levy taxes for the servicing and payment of said obligations, and that said obligations have been duly issued pursuant to law by such State, municipal corporation or other governmental authority in payment in whole or in part for the property to be released;

(4) in case, pursuant to Clause (5) of Paragraph D of this Section, any cash or purchase money obligations or governmental obligations shall be certified to have been deposited with the trustee or other holder of a Prior Lien, stating that the property to be released, or a specified portion thereof, is or immediately before such sale or disposition was subject to such Prior Lien and that such deposit is required by such Prior Lien;

(5) in case the sale or disposition of the property to be released shall have been certified, pursuant to Clause (2) of Paragraph B of this Section, to be in lieu and in reasonable anticipation of the taking of such property by the exercise of the power of eminent domain, stating that such