

and delivery of Bonds under this Article upon the basis of the redemption, purchase or other retirement of such Bond.

D. The CERTIFICATES and OTHER EVIDENCE, if any, specified in the Opinion of Counsel as provided by *Clauses (2) and (3) of the following Paragraph E.*

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 New York Trustee to authenticate and deliver the Bonds applied for, and that (a) upon the basis of the deposit with the New York Trustee of the Bonds and/or cash deposited, or cash certified to be held in trust, pursuant to *Paragraph B of this Section*, and/or (b) upon the basis of the payment, redemption or other retirement of Bonds as certified pursuant to *Paragraph B of this Section*, the Bonds applied for may be lawfully authenticated and delivered under this Article;

(2) specifying the certificate or other evidence which will be sufficient to show compliance with the requirements, if any, of any mortgage recording tax law or other tax law applicable to the issuance of the Bonds then applied for, or stating that there are no such legal requirements;

(3) specifying the certificate or other evidence which will be sufficient to show the authorization, approval or consent of or to the issuance of the Bonds then applied for, by any Federal, State or other governmental regulatory body or commission at the time having jurisdiction in the premises, or stating that no such authorization, approval or consent is required; and

(4) that, since the date of the last previous Opinion of Counsel filed with the New York Trustee pursuant to this Clause or *Clause (5) of Paragraph I of Section 25 or Clause (4) of Paragraph E of Section 29* (or, in the