

B. A CERTIFICATE OF THE COMPANY, stating that such property has been taken by eminent domain and the amount of the award therefor, or that said property has been purchased by a State, municipality or other governmental authority pursuant to a right vested in it to purchase such property and the amount of the proceeds of such purchase and also stating whether any of such property was Bonded Property.

C. The Award for said property or the PROCEEDS of such purchase; *provided, however*, that, in lieu of all or any part of such award or proceeds, the Company shall have the right to deliver to the New York Trustee 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 said award or proceeds, or such specified part thereof, has been deposited with such trustee or other holder pursuant to the requirements of such Prior Lien.

D. An OPINION OF COUNSEL, stating

(1) that such property has been duly taken by the exercise of the power of eminent domain, or has been duly purchased by a State, municipality or other governmental authority in the exercise of a right which it had to purchase such property, and 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;

(2) that the amount of the award for the property so taken by eminent domain or the amount of the proceeds of the property so purchased, is not less than the amount to which the Company is legally entitled under the applicable laws governing such taking, or under the terms of such right to purchase, as the case may be; and

(3) in case, pursuant to the preceding *Paragraph C*, the award for said property or the proceeds of such