

B. A CERTIFICATE OF THE COMPANY describing the contract which the Company desires to change, modify or terminate and the nature of the change or modification desired and stating in substance either

(1) that such change, modification or termination has been required by an order of a Federal, State or other governmental regulatory body, therein designated, having jurisdiction in the premises (and in such case there shall also be delivered to the New York Trustee a copy of the order or other instrument requiring or approving such change, modification or termination); or

(2) that such change, modification or termination is, in the opinion of the signers, desirable, advantageous and for the best interests of the Company in the conduct of its own business and for the value and efficiency generally of its properties and is desirable in the interests of the Bondholders, and stating also that such change, modification or termination has been or will be effected in compliance with the requirements of any regulatory statute applicable to such action.

C. AN OPINION OF COUNSEL stating either (1) that the order of the Federal, State or other governmental regulatory body requiring or approving such change, modification, cancellation or termination is a valid order of such body; or (2) that the requirements of any regulatory statute applicable to such change, modification or termination have been complied with or that there is no regulatory statute applicable to such action.

D. A CERTIFICATE, signed by an Independent Engineer selected by the New York Trustee and approved by a Resolution of the Board, stating, with respect to any such change, modification or termination certified pursuant to *Clause (2) of Paragraph B* of this Section, that such: