

the Company, and that neither such permit, license, right-of-way or easement nor the law or agreement under which it was acquired contains any provisions prejudicial to the interests of the Bondholders; or, if the Company does not have all the necessary permits, licenses, rights-of-way and easements, that the absence of such thereof as the Company does not have, will not substantially adversely affect the operations, business and properties of the Company as a whole;

(5) that, since the date of the last previous Opinion of Counsel filed with the New York Trustee pursuant to this Clause or *Clause (4) of Paragraph E of Section 29 or 35* (or, in the case of the first such opinion, since the date of the execution and delivery hereof), no Bonded Property owned by the Company has become subject to any then subsisting lien or encumbrance (*except Prepaid Liens and Permitted Encumbrances*), not existing thereon at such prior date, prior to the lien created by this Indenture for the security of the Bonds whose authentication and delivery is then applied for;

(6) 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; and

(7) specifying the certificate or other evidence which will be sufficient to show the authorization, approval or consent of or to the issuance by the Company 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."