

moneys are to be applied to the purchase of Bonds, prescribing the method of purchase, the price or prices to be paid, and the maximum principal amount of Bonds and the series thereof to be purchased.

"B. CASH equivalent to the maximum amount of accrued interest and the premium, if any, required to be paid in connection with any such redemption or purchase, which shall be held by the New York Trustee in trust for such purpose, and, to the extent not required for such purpose, shall be repaid to the Company.

"C. A CERTIFICATE OF THE COMPANY, setting forth:

(1) That the Deposited Cash so to be applied is Bonded Cash;

(2) That all Bonds so to be redeemed or purchased have been originally issued by the Company by way of *bona fide* sale other than to an Affiliate;

(3) Whether any of the Bonds so to be redeemed or purchased are owned legally or equitably by the Company or any Affiliate and, if so, that they were acquired by the Company otherwise than from an Affiliate, or by such Affiliate otherwise than from the Company, not more than thirty (30) days prior to the date when the New York Trustee received the Deposited Cash whose application to such redemption or purchase is then requested;

(4) That the Company is not to the knowledge of the signers in default in the performance of any of the covenants on its part to be performed under this Indenture.

"D. An OPINION OF COUNSEL, stating that it is proper for the New York Trustee, under the provisions of this Section, to apply Deposited Cash in accordance with such Resolution of the Board.