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(2) that the Company is not, to the knowledge of the signers, in default in the performance of any of the terms or covenants of this Indenture, and that all conditions precedent provided for in this Indenture relating to the authentication and delivery of the additional bonds applied for have been complied with; and

(3) that, since the date of the last previous officers' certificate filed with the Trustee in the same regard pursuant to any of the provisions of Sections 3.03, 3.04, 3.05 or 3.06 hereof (or, in the case of the first such certificate filed under any of said sections, since the date hereof), no property owned by the Company and therefore bonded has, to the knowledge and belief of the signers, become subject to any lien or encumbrance not existing thereon at such prior date (or in the case of property bonded since such date, at the date of the officers' certificate pursuant to which such property was bonded), prior to the time of this Indenture, excepting permissible encumbrances;

(4) An opinion of counsel to the same effect as is required by the provisions of subdivision 3 (i) of Section 3.03 hereof;

(d) An accountant's certificate or an independent accountant's certificate, as the case may be, as to the same matters as are required to be stated pursuant to the provisions of subdivision 3 (f) of Section 3.03 hereof, but only if (1) such additional bonds bear interest at a higher rate per annum than the bonds in substitution for which such additional bonds are to be authenticated and delivered, provided that no such certificate need be filed when the Trustee is requested to authenticate and deliver additional bonds pursuant to the provisions of this Section 3.06 in substitution for bonds theretofore authenticated and delivered hereunder and which have been paid at maturity or redeemed or purchased by the Company within two years prior to the date of their maturity, but in such case, if the Company would otherwise be required to deliver to the Trustee an accountant's certificate or an independent accountant's certificate pur-

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Section 4.02. In case the Company shall desire to redeem all or any part of the bonds of a particular series, in accordance with the right reserved so to do, notice shall be given by or on behalf of the Company by the effect that the Company has elected to redeem all the bonds of such series or a part thereof, as the case may be, on a date therein designated, specifying in case of partial redemption the distinctive numbers and series of the bonds to be redeemed, and in every case stating in substance that on said date there will become due and payable upon each bond so to be redeemed, at the principal office of the Trustee, if such bonds are payable there, and/or at such other place or places (if any) at which the principal of the bonds to be redeemed is payable, the redemption price thereof (or portion thereof in the case of the partial redemption of a registered bond without coupons), and that on and after such date interest thereon shall cease to accrue. Such notice shall be given in such manner, at such times and in such places as shall be specified in the supplemental indenture creating the bonds of such series.

Any determination of the Company to redeem all or any part of the bonds may be rescinded by the Company at any time prior to the first publication or the mailing of the notice of redemption.

In case the Company shall have elected to redeem less than all the outstanding bonds of any series it shall, in each such instance, at least two days before the date upon which the first publication of the notice of redemption hereinafore mentioned is to be made, notify the Trustee in writing of such election and of the aggregate principal amount of bonds of such series to be redeemed, and, unless otherwise provided in the supplemental indenture creating such bonds, the Trustee shall thereupon draw by lot in any manner by it deemed proper, the bonds to be redeemed, and shall within five days after receiving the notice aforesaid notify the Company in writing of the numbers of the bonds so drawn. In any deter-

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mination by lot each registered bond without coupons shall be represented by a separate number for each \$1,000 of its principal amount.

In the event that under the terms of this Indenture or any supplemental indenture the Company or the Trustee shall be required to redeem less than all of the outstanding bonds of any series for any sinking fund or otherwise, the particular bonds to be redeemed shall be determined by the Trustee, which shall draw such bonds by lot in any manner by it deemed proper, as in the case of redemption of bonds at the option of the Company, unless otherwise provided in the supplemental indenture creating such bonds.

If all of the outstanding bonds of any series shall be registered bonds without coupons and coupon bonds registered as to principal, and less than all of such outstanding bonds are to be redeemed, the Trustee, notwithstanding the foregoing provisions respecting the drawing of bonds by lot, may determine the bonds or portions thereof to be redeemed in accordance with the provisions of any agreement duly executed by the registered owners of all the outstanding bonds of such series, provided that an executed counterpart of such agreement shall have been delivered to the Trustee.

Section 4.03. On or before the redemption date specified in the notice above provided for, the Company shall deposit with the Trustee an amount of cash sufficient to effect the redemption of the bonds specified in such notice or irrevocably direct the Trustee to apply to such purpose moneys then held by the Trustee hereunder which by the terms hereof are available for such purpose, and on and after the date of redemption designated in such notice (such deposit having been made, or direction to the Trustee to set aside and apply moneys held by it having been given, as aforesaid) no further interest shall accrue upon any of the bonds so to be redeemed (or, in the case of registered bonds without coupons, only a portion of the principal amount of which is to be redeemed, on such

#### ARTICLE IV.

##### REDEMPTION OF BONDS.

Section 4.01. The bonds of any series issued hereunder which are by their terms redeemable before maturity may, at the option of the Company, be redeemed at such times, in such amounts, at such prices and on such terms as may be specified with respect to the bonds of such series, and in accordance with the provisions of this Article IV.

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mination by lot each registered bond without coupons shall be represented by a separate number for each \$1,000 of its principal amount.

In the event that under the terms of this Indenture or any supplemental indenture the Company or the Trustee shall be required to redeem less than all of the outstanding bonds of any series for any sinking fund or otherwise, the particular bonds to be redeemed shall be determined by the Trustee, which shall draw such bonds by lot in any manner by it deemed proper, as in the case of redemption of bonds at the option of the Company, unless otherwise provided in the supplemental indenture creating such bonds.

If all of the outstanding bonds of any series shall be registered bonds without coupons and coupon bonds registered as to principal, and less than all of such outstanding bonds are to be redeemed, the Trustee, notwithstanding the foregoing provisions respecting the drawing of bonds by lot, may determine the bonds or portions thereof to be redeemed in accordance with the provisions of any agreement duly executed by the registered owners of all the outstanding bonds of such series, provided that an executed counterpart of such agreement shall have been delivered to the Trustee.

Section 4.03. On or before the redemption date specified in the notice above provided for, the Company shall deposit with the Trustee an amount of cash sufficient to effect the redemption of the bonds specified in such notice or irrevocably direct the Trustee to apply to such purpose moneys then held by the Trustee hereunder which by the terms hereof are available for such purpose, and on and after the date of redemption designated in such notice (such deposit having been made, or direction to the Trustee to set aside and apply moneys held by it having been given, as aforesaid) no further interest shall accrue upon any of the bonds so to be redeemed (or, in the case of registered bonds without coupons, only a portion of the principal amount of which is to be redeemed, on such