(d) Any certificate or opinion required under the provisions of this Section may be made by an officer or employee of the Company who is an engineer, appraiser, or other expert, appointed by the Board of Directors of the Company and approved by the Trustee, except in cases in which this Section requires that such certificate or opinion be made by an independent person. In cases in which such certificate or opinion is required to be made by an independent person, such certificate or opinion shall be made by an engineer, appraiser, or other expert who is in fact independent and who is selected by the Company and approved by the Trustee in the exercise of reasonable care. The approval by the Trustee of the maker of such certificate or opinion shall be sufficiently evidenced by the acceptance of such certificate or opinion.

If, in any case within the provisions of this Section, a qualified officer or employee of the Company or an independent engineer, appraiser, or other expert is permitted or required by another applicable provision of this Indenture to make or join in the signing of a certificate with respect to the fair value of property or securities covered by the provisions of this Section, the certificate or opinion required under this Section may be incorporated into and included in such certificate or opinion required under such other applicable provision of this Indenture.

Section 6. The Company covenants and agrees that each certificate or opinion which is specifically required by the provisions of this Indenture to be delivered to the Trustee with respect to compliance with a condition or covenant provided for in this Indenture shall, among other things, include (1) a statement that the person making such certificate or opinion has read such covenant or condition; (2) a brief statement as to the nature and scope of the examination or investigation upon which the statements or opinions contained in such certificate or opinion are based; (3) a statement that, in the opinion of such person, he has made such examination or investigation as is necessary to enable him to express an informed opinion as to whether or not such covenant or condition has been complied with; and (4) a statement as to

whether or not, in the opinion of such person, such condition or covenant has been complied with.

ARTICLE XIX.

Reports by the Company and the Trustee.

Section 1. The Company covenants and agrees

(1) to file with the Trustee, within fifteen (15) days after the Company is required to file the same with the Securities and Exchange Commission, copies of the annual reports and of the information, documents, and other reports (or copies of such portions of any of the foregoing as such Commission may from time to time by rules and regulations prescribe) which the Company may be required to file with such Commission pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934; or, if the Company is not required to file information, documents, or reports pursuant to either of such sections, then to file with the Trustee and the Securities and Exchange Commission in accordance with rules and regulations prescribed from time to time by said Commission, such of the supplementary and periodic information, documents, and reports which may be required pursuant to Section 13 of the Securities Exchange Act of 1934 in respect of a security listed and registered on a national securities exchange as may be prescribed from time to time in such rules and regulations;

(2) to file with the Trustee and the Securities and Exchange Commission, in accordance with the rules and regulations prescribed from time to time by said Commission, such additional information, documents and reports with respect to compliance by the Company with the conditions and covenants provided for in this Indenture as may be required from time to time by such rules and regulations, including, in the case of annual reports, if required by such rules and regulations, certificates or opinions of independent public accountants, conforming to the requirements of Section 6 of Article XVIII hereof, as to compliance with conditions or covenants, compliance with which is subject to verification by accountants; but no such certificate or opinion shall be required as to (A) dates or