(2) the property constituting Additions and Betterments specified in the Officers' Certificate filed with the Corporate Trustee pursuant to clause (c) of this Part B is subject to the lien of the Mortgage or will become subject to such lien upon the delivery and recording or filing of the deeds, supplemental indentures, or instruments of further assurance, if any, specified in said Opinion of Counsel, subject to no defect in title and subject to no lien thereon prior or equal to the lien of the Mortgage, except Permitted Encumbrances, if any; provided that such Opinion of Counsel may recite that it is based upon certificates or opinions of officers or engineers of the Company as to any matters of fact not of public record.

Section 4. If, under the provisions of any Prior Lien or Permitted Encumbrance on any part of property to be released from the Mortgage, there is required to be made with or to the trustee or mortgagee under such lien a deposit of cash or pledge of purchase money obligations in order to obtain a release therefrom of such part of the property subject to the Mortgage, the Company shall not be required to deposit or pledge with the Corporate Trustee such cash or purchase money obligations to the extent that the Company shall deposit such cash and pledge such purchase money obligations with the trustee or mortgagee of such lien.

Section 5. Should any part of the property subject to the lien of the Mortgage be taken by the exercise of the power of eminent domain or should any governmental body at any time exercise any right which it may have to require the sale to it or to a purchaser designated by it of any part of the property subject to the lien of the Mortgage, the Trustees, upon request of the Company, shall release the property so taken or sold upon the Corporate Trustee's being furnished with an Opinion of Counsel to the effect that such part of the property subject to the lien of the Mortgage has been lawfully taken or sold as

aforesaid. The aforesaid Opinion of Counsel shall state the amount of proceeds received or to be received for the property so taken or sold. Subject to the provisions of Section 4 of this Article IX, the proceeds of all property so taken or sold shall be deposited with the Corporate Trustee.

Section 6. In order to confirm, secure or clear (of record or otherwise) the prior right, charge, lien or title with respect to Equipment securing any Equipment Obligation hereafter created under reservation of right set forth in connection with the granting clauses of the Mortgage, the Trustees shall, upon compliance with the subsequent provisions of this Section 6, either confirm as to such Equipment the subordination of the lien of the Mortgage to such prior right, charge, lien or title, or release such Equipment from the lien of the Mortgage.

Prior to any such confirmation of subordination or release there shall be delivered to the Corporate Trustee a Certified Resolution requesting such action by the Trustees and an Officers' Certificate which shall describe the Equipment as to which a confirmation of subordination or a release is requested, shall describe the Equipment Obligation to be secured by a prior right, charge, lien or title thereon, and shall state that such Equipment was acquired or constructed for the use of the Company within two years preceding the date of such Certificate.

There shall also be furnished to the Corporate Trustee an Opinion of Counsel and the instrument or instruments to be executed and delivered by the Trustees in order to effect the requested confirmation of subordination or release. Such Opinion of Counsel shall approve the form of the instrument or instruments furnished therewith and shall express the opinion that, after the execution and delivery by the Trustees of such confirmation of subordination or release, the lien of the Mortgage will continue to attach to all right, title or