

There will be delivered on behalf of the Companies to the Trustee on or before the last day of June in each year after the year 1963 an Opinion of Counsel stating, upon the basis of a review (of such nature and extent as Counsel signing such Opinion shall deem necessary for the purposes of such Opinion) of additional items of property acquired by the Companies within the previous calendar year (the first Opinion to cover the period from the date hereof to the end of the year 1963), either (a) that no supplemental indenture or other instrument is necessary to subject to the lien hereof any such items of additional property with an acquisition cost of \$100,000 or more which are intended by this Indenture to be subjected to the lien hereof or to protect such lien, or (b) that a supplemental indenture or other instrument is necessary for that purpose and that the supplemental indenture or other instrument delivered to the Trustee with such Opinion of Counsel is sufficient for that purpose and has been or is being duly recorded, registered and filed in accordance with § 5.05.

There will be delivered on behalf of the Companies to the Trustee on or before the last day of June in each year after the year 1963 an Officers' Certificate either stating that none of the events listed in § 8.01 has occurred (irrespective of the lapse of any period of grace or of any waiting period or the giving of notice or any other happening required to make such an event an Event of Default) or specifying in detail any such event or events then existing.

If, pursuant to the requirements of any Prior Lien Indenture, cash, securities, obligations or rights which would otherwise be required to be deposited with the Trustee are deposited by any Company under such Prior Lien Indenture, such Company will forthwith, upon the discharge of such Prior Lien Indenture, cause such cash, securities, obligations or rights remaining at the time of such discharge under such Prior Lien Indenture to be deposited with the Trustee. The Companies hereby authorize and direct the trustee or mortgagee under each