

Certificate shall specify any of the aggregate Bondable Expenditures stated in item 5 thereof made for Bondable Additions which are subject to any Prior Liens (identifying any such as were Prior Liens prior to such Expenditures) and the character and amounts of such Prior Liens; and

(vi) the Capital Deductions shown in item 2 and not previously described in an Officers' Certificate shall be described in reasonable detail in such Certificate or in an exhibit thereto.

(3) In the event that any Bondable Addition in excess of \$100,000 acquired from an Affiliate is made the basis for the authentication and delivery of Bonds, an Independent Appraiser's Certificate stating that the Bondable Expenditures for such Bondable Addition do not exceed the fair value of such Bondable Addition; and

(4) an Opinion of Counsel stating, with reference to the Bondable Expenditures with respect to which an Opinion of Counsel has not previously been delivered hereunder,

(a) as to Bondable Expenditures certified to have been made for Bondable Additions owned by any Company, that such Company has title to such Bondable Additions and that they are (or, upon the authentication and delivery of the Bonds applied for, will become) subject to the lien of this Indenture subject only to Excepted Encumbrances and Prior Liens;

(b) As to Bondable Expenditures certified to have been made for Bondable Additions in respect of property leased to any Company, that the lease thereof to such Company is a Mortgaged Lease and that a Lessor Corporation has title to such Bondable Additions subject only to (i) encumbrances in the nature of Excepted Encumbrances and (ii) the lien of this Indenture and Prior Liens on the leasehold interest of such Corporation therein; and

(c) that no conveyances, declarations or instruments of further assurance are necessary for the