

Company shall furnish an opinion of counsel that no declaration, conveyance or instrument of further assurance is necessary for the purpose aforesaid.

SECTION 2.09. Whenever and as often as the Company may tender, or cause to be tendered, to the Corporate Trustee, before, at or after maturity, any Bonds of any series issued hereunder, either in bearer form or accompanied by proper instruments of assignment and transfer, with all unmatured coupons, if any, thereto belonging, and whether cancelled or uncanceled, the Corporate Trustee upon such tender, and upon receipt of copies of the resolution and other writings specified by Section 2.01 hereof, shall authenticate and deliver to the Company, or upon its written order, Bonds of another series for a principal amount equal to the principal amount of such Bonds so received by the Corporate Trustee.

In case any such Bond shall have been cancelled before tender thereof to the Corporate Trustee under the provisions of this Section, the Corporate Trustee shall not accept the same if any Bond in lieu thereof or exchange therefor has been issued and is outstanding.

SECTION 2.10. At any time or times, (a) upon delivery to the Corporate Trustee of a copy of the resolution calling for redemption any particular series of Bonds, or any part thereof, issued hereunder and subject to redemption, or (b) at or after maturity, or within three years before such maturity of any Bonds issued hereunder, and in any such case upon receipt of copies of the resolution and other writings specified in Section 2.01 hereof, the Company may execute and the Corporate Trustee upon the written request of the Company shall authenticate and deliver to the Company, or upon its written order, Bonds of the same or another series for a principal amount not exceeding the principal amount of the Bonds called for redemption or of said maturing Bonds, as the case may be; *provided*, that cash equal to the principal amount of the Bonds to be redeemed or maturing,