

Preferred Shares, will not result in a breach of any of the terms, conditions or provisions of, or constitute a default under its Governing Documents, any indenture or other agreement or instrument to which it is a party or by which it is bound, or any order of any court or administrative agency entered in any proceeding to which it is a party or by which it may be bound or to which it may be subject; (C) no Event of Default shall have occurred and be continuing; (D) all of the representations and warranties given by it and contained herein are true and correct as of the Closing Date; and (E) all conditions precedent provided in this Indenture relating to the authentication and delivery of the Securities (or, in the case of the Co-Issuer, the Co-Issued Securities) applied for have been complied with;

- (vi) fully executed counterparts of the Transaction Documents (other than the Indenture);
- (vii) authentication orders consistent with Section 2.3; and
- (viii) copies of the certificates representing the Preferred Shares.

(b) The Trustee or the Authenticating Agent shall not authenticate and deliver the Additional Securities to be issued on the Additional Securities Closing Date unless the Trustee receives the following on the Additional Securities Closing Date:

(i) with respect to each of the Co-Issuers, an Officer's certificate (A) evidencing the authorization by Board Resolution of the execution and delivery of a supplemental indenture pursuant to Article VIII, and the execution, authentication and delivery of the Additional Securities (or, in the case of the Co-Issuer, the Additional Co-Issued Securities) to be authenticated and delivered, (B) in the case of the Issuer, certifying that the issuance of additional Preferred Shares (if any) is in accordance with the terms of the Memorandum and Articles, and (C) certifying that (1) the attached copy of such Board Resolution is a true and complete copy thereof, (2) such Board Resolutions have not been rescinded and are in full force and effect on and as of the Additional Securities Closing Date, and (3) the Officers authorized to execute and deliver such documents hold the offices and have the signatures indicated thereon;

(ii) with respect to each of the Co-Issuers, either (A) an Officer's certificate or other official document evidencing the due authorization, approval or consent of any governmental body or bodies, at the time having jurisdiction in the premises, together with an opinion of counsel that the Trustee is entitled to rely thereon to the effect that no other authorization, approval or consent of any governmental body is required for the valid issuance of the Additional Securities (or, in the case of the Co-Issuer, the Additional Co-Issued Securities), or (B) an opinion of counsel to the effect that no such authorization, approval or consent of any governmental body is required for the valid issuance of the Additional Securities (or, in the case of the Co-Issuer, the Additional Co-Issued Securities) except as may have been given;

(iii) opinions of special U.S. counsel to each of the Co-Issuers (which opinions shall be limited to the laws of the State of New York, the corporate law of the State of