and premium, if any, or interest on the Bonds has not been fully paid when due and specifying the amount of funds required to make such payment.

The principal amount of the Bonds deemed to be Outstanding for the purpose of determining the requisite principal amount of the Outstanding Securities under the Indenture, or the Outstanding Bonds of this series, as of any date, shall equal the principal amount of (i) the outstanding Loans, and (ii) LC Exposure.

(w) Not applicable.

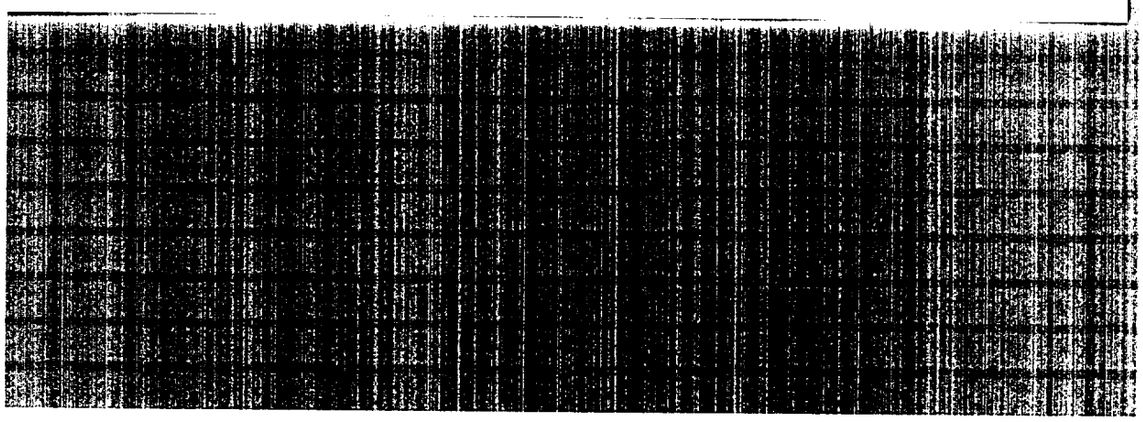
The Bonds shall have such other terms and provisions as are provided in the form of Bond attached hereto as EXHIBIT A, and shall be issued in substantially such form.

2. The undersigned has read all of the covenants and conditions contained in the Indenture, and the definitions in the Indenture relating thereto, relating to the issuance of the Bonds and in respect of compliance with which this certificate is made.

3. The statements contained in this certificate are based upon the familiarity of the undersigned with the Indenture, the exhibit accompanying this certificate, and upon discussions by the undersigned with officers and employees of the Company familiar with the matters set forth herein.

4. In the opinion of the undersigned, he has made such examination or investigation as is necessary to enable him to express an informed opinion as to whether or not such covenants and conditions to the execution and delivery of this Officer's Certificate have been complied with. In the opinion of the undersigned, such covenants and conditions have been complied with

[Signatures follow on next page]



IN WITNESS WHEREOF, the undersigned has executed this Officer's Certificate as of the date first written above.

By _____
Name: Randal P Miller
Title. Vice President – Finance and Treasurer

Acknowledged and Received on April __, 2003

BANK ONE TRUST COMPANY, N A ,
as Trustee

By:_____
Name:
Title

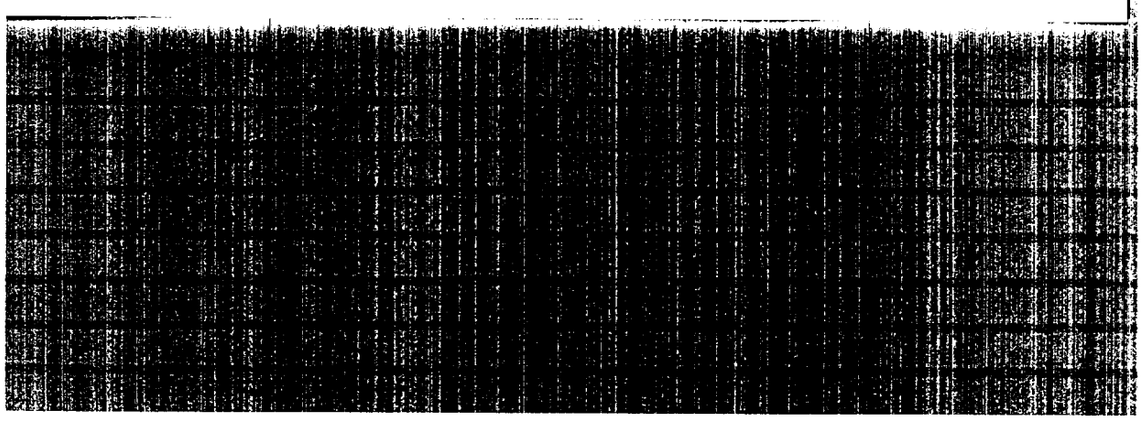


EXHIBIT A

FORM OF BOND

