

if approved by the Company, as representing the fair value of the property taken; and, at the request of the Company evidenced by a certified resolution, the Trustees shall execute and deliver a release of property so taken and shall be fully protected in so doing upon being furnished with an Opinion of Counsel to the effect that such property has been taken by the exercise of a power of eminent domain. In any such proceedings the Trustees may be represented by counsel, who may or may not be of counsel to the Company. The proceeds of all property so taken shall be paid over to the Trustee hereunder, to be held and applied as a part of the trust estate, and/or to any holder of a purchase money lien, as their respective interests may appear, and shall be deemed to be the proceeds of the release of such property whether or not such property is actually released by the Trustees.

§ 8.05. The Trustees shall, when from time to time requested by the Company, such request to be evidenced by an Officers' Certificate, without requiring compliance with any of the provisions of § 8.03, release from the lien hereof any property, the fair value of which shall be stated in an Engineer's Certificate delivered to the Trustee simultaneously with such Officers' Certificate, provided that such fair value is less than \$25,000 and that such property, as stated in such Engineer's Certificate, is not useful or necessary in the conduct of the business of the Company, and provided further that the aggregate fair value of all property released pursuant to this § 8.05 in any calendar year shall not exceed \$250,000. Said Engineer's Certificate shall also state that such release will not impair the security under this Indenture. The Company covenants that it will deposit with the Trustee as a part of the trust estate the consideration, if any, received by it upon the sale or other disposition of any property so released.

§ 8.06. In no event shall any purchaser or purchasers in good faith of any property purported to be released hereunder be bound to ascertain the authority of the Trustees to execute the release, to inquire as to any facts required by the provisions hereof for the exercise of such authority, or to see to the application of the purchase moneys; nor shall any purchaser of machinery, equipment, tools, implements, materials or supplies be under obligation to ascertain