

SECTION 65. WHENEVER ALL THE PROPERTY OF ANY SUBSIDIARY COMPANY, ALL OR ANY PART OF THE STOCK, BONDS OR OTHER SECURITIES OR OBDIGATIONS OF WHICH ARE DEPOSITED AND PLEDGED HEREUNDER, SHALL HAVE BEEN CONVEYED TO THE COMPANY AND SUBJECTED TO THE LIEN OF THIS INDENTURE, THE TRUSTEE, IN ITS DISCRETION, AND UPON RECEIVING THE OPINION OF COUNSEL SATISFACTORY TO IT (WHO MAY BE COUNSEL FOR THE COMPANY), TO THE EFFECT THAT THE SECURITY OF THE BONDS ISSUED HEREUNDER AND THE RIGHTS OF THE TRUSTEE WILL NOT BE IMPAIRED THEREBY, MAY CANCEL OR CAUSE TO BE CANCELLED ALL OR ANY OF SUCH SECURITIES SO DEPOSITED AND PLEDGED, ISSUED BY OR HELD AGAINST SUCH COMPANY; PROVIDED, THAT IN NO SUCH CASE SHALL ANY BONDS SECURED BY ANY UNDERLYING MORTGAGE BE CANCELLED UNLESS, SIMULTANEOUSLY THEREWITH, ALL THE BONDS ISSUED AND OUTSTANDING UNDER SUCH UNDERLYING MORTGAGE SHALL LIKEWISE BE CANCELLED, AND THE MORTGAGE SHALL ITSELF BE CANCELLED, RELEASED AND DISCHARGED OF RECORD.

SECTION 66. WHENEVER THE COMPANY SHALL DELIVER TO THE TRUSTEE (A) A COPY OF A RESOLUTION OR RESOLUTIONS OF ITS BOARD OF DIRECTORS, CERTIFIED BY ITS SECRETARY OR AN ASSISTANT SECRETARY, UNDER ITS CORPORATE SEAL, REQUESTING THE TRUSTEE TO DELIVER TO THE TRUSTEE OF A JUNIOR UNDERLYING MORTGAGE THE STOCKS OR BONDS OF ANY SUBSIDIARY COMPANY, AND (B) AN OPINION OF COUNSEL (WHO MAY BE COUNSEL FOR THE COMPANY) SATISFACTORY TO THE TRUSTEE, STATING THAT, IN THE OPINION OF SUCH COUNSEL, THE TRUSTEE OF SUCH JUNIOR UNDERLYING MORTGAGE HAS A PRIOR CLAIM FOR THE DEPOSIT AND PLEDGE OF THE STOCKS OR BONDS SPECIFIED IN THE SAID RESOLUTION OR RESOLUTIONS, THE TRUSTEE SHALL, UPON THE WRITTEN ORDER OF THE COMPANY, SIGNED BY ITS PRESIDENT OR A VICE-PRESIDENT AND ITS SECRETARY OR AN ASSISTANT SECRETARY, DELIVER SUCH STOCKS OR BONDS TO THE TRUSTEE OF SUCH JUNIOR UNDERLYING MORTGAGE; PROVIDED, THAT THE TRUSTEE SHALL RECEIVE FROM THE TRUSTEE OF SUCH JUNIOR UNDERLYING MORTGAGE A WRITTEN UNDERTAKING TO REDELIVER SUCH STOCKS OR BONDS TO THE TRUSTEE HEREUNDER UPON THE CANCELLATION, RELEASE AND DISCHARGE OF THE SAID JUNIOR UNDERLYING MORTGAGE, PROVIDED SUCH BONDS SO TO BE REDELIVERED SHALL NOT THEMSELVES HAVE BEEN CANCELLED AND DISCHARGED.

ARTICLE EIGHTH

POSSESSION, RELEASE AND SUBSTITUTION OF MORTGAGE PROPERTY

SECTION 67. SO LONG AS THE COMPANY SHALL NOT BE IN DEFAULT HEREUNDER, TO THE KNOWLEDGE OF THE TRUSTEE, THE COMPANY SHALL BE SUFFERED AND PERMITTED BY THE TRUSTEE TO REMAIN IN FULL POSSESSION, ENJOYMENT AND CONTROL OF ALL THE PROPERTIES, RIGHTS, PRIVILEGES AND FRANCHISES HEREBY MORTGAGED, AND SHALL BE PERMITTED TO MANAGE THE SAME AND TO RECEIVE, RECEIPT FOR, TAKE, USE, ENJOY AND DISPOSE OF ALL RENTS, TOLLS, EARNINGS, PROFITS, REVENUES AND INCOME THEREOF IN THE SAME MANNER AND WITH THE SAME EFFECT AS IF THIS INDENTURE HAD NOT BEEN MADE.

SECTION 68. UPON THE WRITTEN REQUEST OF THE COMPANY, FROM TIME TO TIME, WHILE THE COMPANY IS IN POSSESSION OF THE MORTGAGED PROPERTIES AND IS NOT IN DEFAULT HEREUNDER, TO THE KNOWLEDGE OF THE TRUSTEE, THE TRUSTEE, SUBJECT TO THE CONDITIONS AND LIMITATIONS PRESCRIBED IN THIS SECTION 68 AND NOT OTHERWISE, SHALL RELEASE FROM THE LIEN AND OPERATION OF THIS INDENTURE ANY PART OF THE MORTGAGED PROPERTIES THEN SUBJECT HERETO; PROVIDED, THAT NO PART OF THE MORTGAGED PROPERTIES SHALL BE RELEASED, UNLESS AT THE TIME OF SUCH RELEASE IT SHALL NO LONGER BE NECESSARY OR ADVANTAGEOUS TO RETAIN THE SAME FOR USE IN OR IN CONNECTION WITH THE BUSINESS OF THE COMPANY; PROVIDED, FURTHER, THAT NO SUCH RELEASE SHALL BE MADE UNLESS THE