

THEREOF HAS BECOME NECESSARY OR ADVISABLE FOR SOME OTHER CAUSE SET FORTH IN SAID STATEMENT, AND (4) WHETHER OR NOT THE PROPERTY SOUGHT TO BE RELEASED IS SUBJECT TO ANY LIEN PRIOR TO THE LIEN OF THIS INDENTURE, OTHER THAN THE LIEN OF CURRENT TAXES, AND IF SO SUBJECT A COPY OF THE INSTRUMENT CREATING SUCH LIEN SHALL ACCOMPANY SUCH STATEMENT.

(B) IN CASE OF THE SALE OR EXCHANGE OF ANY PUBLIC UTILITY PROPERTY AS AN ENTIRETY OR SUBSTANTIALLY SO, THERE SHALL ALSO BE FILED WITH THE TRUST COMPANY THE WRITTEN CONSENT OF THE BANKERS TO SUCH SALE OR EXCHANGE, OR, IN THE ALTERNATIVE, A REPORT OF AN INDEPENDENT ENGINEER, NOT OTHERWISE IN THE EMPLOY OF THE COMPANY OR UNDER RETAINER FROM IT, WHO SHALL BE SELECTED AND PAID BY THE COMPANY AND BE SATISFACTORY TO THE TRUST COMPANY, STATING THAT IT IS THE OPINION OF SUCH ENGINEER THAT SUCH SALE OR EXCHANGE, UPON THE TERMS AND CONDITIONS SET FORTH IN THE STATEMENT PROVIDED FOR IN SUB-DIVISION (A) OF THIS SECTION, IS FOR THE BEST INTERESTS OF THE COMPANY AND THE BONDHOLDERS AND WILL NOT IMPAIR THE SECURITY AFFORDED BY THIS INDENTURE.

(C) IN CASE OF ANY SUCH SALE OF ANY SUCH PROPERTY OR OF ANY INTEREST THEREIN, THE PRICE OR PROCEEDS OF SALE (WHICH MAY CONSIST OF CASH AND/OR OBLIGATIONS SECURED BY A PURCHASE MONEY LIEN UPON THE PROPERTY RELEASED AND/OR OTHER OBLIGATIONS OF ANY MUNICIPALITY OR OTHER GOVERNMENTAL SUBDIVISION PURCHASING ANY SUCH PROPERTY), SUCH CASH AND/OR THE PRINCIPAL AMOUNT OF SUCH OBLIGATIONS TO BE NOT LESS THAN THE VALUE OF SUCH PROPERTY OR OF SUCH INTEREST AS SET FORTH PURSUANT TO SUBDIVISION (A) (2) AFORESAID, (LESS THE ACTUAL AND NECESSARY EXPENSES OF SUCH SALE WHICH SHALL BE STATED IN REASONABLE DETAIL IN THE STATEMENT MENTIONED IN SUBDIVISION (A) OF THIS SECTION) SHALL, ON OR BEFORE THE DELIVERY OF SUCH RELEASE, BE DEPOSITED WITH THE TRUST COMPANY TO BE HELD BY IT AS PART OF THE MORTGAGED PROPERTY UNTIL PAID OVER OR APPLIED AS HEREINAFTER PROVIDED, OR IF THE PROPERTY SOLD BE SUBJECT TO A MORTGAGE OR OTHER INSTRUMENT CONSTITUTING A LIEN THEREON PRIOR TO THIS INDENTURE, SUCH PROCEEDS MAY BE DISPOSED OF IN SUCH MANNER AS SHALL BE REQUIRED BY THE TERMS OF SUCH PRIOR MORTGAGE OR OTHER INSTRUMENT, (IN WHICH CASE THE STATEMENT PROVIDED FOR IN SUBDIVISION (A) AFORESAID SHALL SHOW WHAT DISPOSITION THEREOF IS SO REQUIRED TO BE MADE AND THAT SUCH DISPOSITION HAS BEEN MADE) THE COMPANY AGREEING THAT UPON FINAL SATISFACTION OR RELEASE OF ANY SUCH PRIOR MORTGAGE OR OTHER INSTRUMENT ANY SUCH PROCEEDS THEN HELD THEREUNDER SHALL BE FORTHWITH DEPOSITED WITH THE TRUST COMPANY UNDER THIS INDENTURE TO BE HELD AS A PART OF THE MORTGAGED PROPERTY.

(D) IN CASE OF ANY EXCHANGE THE PROPERTY RECEIVED IN EXCHANGE SHALL BE SUBJECT TO THE LIEN AND OPERATION OF THIS INDENTURE AND SHALL BE FORTHWITH TRANSFERRED TO THE TRUSTEES FOR THAT PURPOSE, AND THE TRUSTEES SHALL CONCURRENTLY BE FURNISHED WITH THE OPINION OF COUNSEL SATISFACTORY TO THE TRUSTEES, WHO MAY BE THE COUNSEL FOR THE COMPANY, THAT THE COMPANY HAS GOOD TITLE TO SUCH PROPERTY, SUBJECT TO NO LIEN OR ENCUMBRANCE PRIOR TO THE LIEN OF THIS INDENTURE, EXCEPT TAXES FOR THE THEN CURRENT YEAR, AND THAT THIS INDENTURE IS A VALID FIRST LIEN THEREON SUBJECT ONLY TO SUCH TAXES; PROVIDED, HOWEVER, THAT IF THE PROPERTY RELEASED BE SUBJECT TO A MORTGAGE OR OTHER INSTRUMENT CONSTITUTING A LIEN THEREON PRIOR TO THAT OF THIS INDENTURE, THE PROPERTY RECEIVED IN EXCHANGE THEREFOR MAY BE SUBJECTED TO SUCH PRIOR LIEN AND CONVEYED TO THE TRUSTEES UNDER THIS INDENTURE SUBJECT THERETO.

THE NET PROCEEDS REALIZED BY THE COMPANY FROM ANY PROPERTY TAKEN OR DAMAGED IN EMINENT DOMAIN PROCEEDINGS, OR ACQUIRED BY ANY MUNICIPALITY OR OTHER GOVERNMENTAL SUBDIVISION PURSUANT TO ANY RIGHT OF PURCHASE PROVIDED BY LAW, ORDINANCE OR FRANCHISE, SHALL BE FOR THE PURPOSES OF THIS ARTICLE TREATED AS THOUGH REALIZED FROM A VOLUNTARY