

ERTY, THE MORTGAGES, DEEDS, CONVEYANCES, ASSIGNMENTS, TRANSFERS AND INSTRUMENTS OF FURTHER ASSURANCE, IF ANY, SPECIFIED IN CLAUSE (3) OF THE OPINION OF COUNSEL REFERRED TO IN THE FOLLOWING PARAGRAPH D. THE MONEY AND/OR OBLIGATIONS SO RECEIVED BY THE CORPORATE TRUSTEE SHALL BE HELD AND PAID OVER OR APPLIED BY THE CORPORATE TRUSTEE AS PROVIDED IN ARTICLE ELEVEN HEREOF.

D. AN OPINION OR OPINIONS OF COUNSEL,

(1) STATING THAT THE INSTRUMENTS WHICH HAVE BEEN OR ARE THEREWITH DELIVERED TO THE CORPORATE TRUSTEE CONFORM TO THE REQUIREMENTS OF THIS INDENTURE AND CONSTITUTE SUFFICIENT AUTHORITY UNDER THIS INDENTURE FOR THE TRUSTEES TO EXECUTE AND DELIVER THE RELEASE REQUESTED, AND THAT, UPON THE BASIS OF THE CONSIDERATION DESCRIBED IN THE CERTIFICATE DELIVERED TO THE CORPORATE TRUSTEE PURSUANT TO PARAGRAPH B OF THIS SECTION, THE PROPERTY SO SOLD OR EXCHANGED MAY BE RELEASED FROM THE OPERATION AND LIEN OF THIS INDENTURE PURSUANT TO THE PROVISIONS OF THIS SECTION;

(2) STATING THAT ANY OBLIGATIONS INCLUDED IN THE CONSIDERATION FOR THE PROPERTY SO TO BE RELEASED ARE VALID OBLIGATIONS AND ARE DULY SECURED BY A VALID PURCHASE MONEY MORTGAGE CONSTITUTING A DIRECT LIEN UPON THE PROPERTY TO BE RELEASED, FREE AND CLEAR OF ALL PRIOR LIENS, EXCEPT TAXES FOR THE THEN CURRENT YEAR AND ANY PRIOR LIENS SUBJECT TO WHICH SUCH PROPERTY SHALL HAVE BEEN SOLD;

(3) IN CASE THE CONSIDERATION FOR THE PROPERTY TO BE RELEASED, OR ANY PART THEREOF, CONSISTS OF ADDITIONAL PROPERTY, SPECIFYING THE MORTGAGES, DEEDS, CONVEYANCES, ASSIGNMENTS, TRANSFERS AND INSTRUMENTS OF FURTHER ASSURANCE WHICH WILL BE SUFFICIENT TO SUBJECT TO THE DIRECT LIEN OF THIS INDENTURE, THE ADDITIONAL PROPERTY DESCRIBED IN SAID CERTIFICATE, OR STATING THAT SAID ADDITIONAL PROPERTY IS THEN SUBJECT TO THE DIRECT LIEN OF THIS INDENTURE, AND THAT NO SUCH MORTGAGE, DEED, CONVEYANCE, ASSIGNMENT, TRANSFER OR INSTRUMENT OF FURTHER ASSURANCE IS NECESSARY FOR SUCH PURPOSE;

(4) IN CASE THE CONSIDERATION FOR THE PROPERTY TO BE RELEASED, OR ANY PART THEREOF, CONSISTS OF ADDITIONAL PROPERTY, STATING THAT THE COMPANY HAS ACQUIRED A GOOD AND VALID LEGAL TITLE TO SUCH ADDITIONAL PROPERTY, AND THAT THE SAME AND EVERY PART THEREOF IS FREE AND CLEAR OF ALL LIENS, CHARGES OR INCUMBRANCES PRIOR TO THE LIEN OF THIS INDENTURE, EXCEPT TAXES FOR THE THEN CURRENT YEAR AND ANY PRIOR LIENS, CHARGES OR INCUMBRANCES TO WHICH THE PROPERTY TO BE RELEASED MAY AT THE TIME BE SUBJECT, AND EXCEPT ALSO, UNDETERMINED LIENS AND CHARGES, IF ANY, INCIDENTAL TO CONSTRUCTION AND EASEMENTS AND SIMILAR ENCUMBRANCES WHICH, IN THE OPINION OF SUCH COUNSEL, DO NOT IMPAIR THE USE OF SUCH PROPERTY BY THE COMPANY; AND

(5) STATING THAT THE COMPANY HAS LAWFUL POWER TO ACQUIRE, OWN AND USE SAID ADDITIONAL PROPERTY IN ITS BUSINESS.

SECTION 55. SHOULD ANY OF THE MORTGAGED PROPERTY BE TAKEN BY THE EXERCISE OF THE POWER OF EMINENT DOMAIN, THE TRUSTEES MAY RELEASE THE 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 DULY TAKEN BY THE EXERCISE OF THE POWER OF EMINENT DOMAIN; AND UNLESS, IN THE OPINION OF COUNSEL, SOME OTHER DISPOSITION BE REQUIRED BY SOME LIEN PRIOR TO THE LIEN OF THIS INDENTURE, ALL MONEYS OR OTHER CONSIDERATION PAYABLE AS COMPENSATION FOR ANY PART OF THE TRUST ESTATE SO TAKEN SHALL BE PAID TO THE CORPORATE TRUSTEE AND SHALL BE HELD AND PAID OVER OR APPLIED BY THE CORPORATE TRUSTEE AS PROVIDED IN ARTICLE ELEVEN HEREOF.

SECTION 56. IN CASE AN EVENT OF DEFAULT SHALL HAVE HAPPENED AND SHALL NOT