

MORTGAGE RECORD U

SKAMANIA COUNTY, WASHINGTON

(a) That the Company has sold or exchanged, or contracted to sell or exchange, or has abandoned or is about to abandon the property so to be released for a consideration representing in the opinion of the signers, its full value to the Company, which consideration may be cash, purchase money obligations secured by first mortgage lien upon the property to be released (subject to no liens of record for the payment of money except current taxes) or property, to be described in reasonable detail in such certificate, of such character as may be made the basis for the authentication of bonds under the provisions of Section 2 of Article II of this indenture; and

(b) That the retention of the property to be released is no longer desirable in the conduct of the business of the Company or that other property to be acquired is not less suited to the needs of the business of the Company than that to be released and that the security hereby afforded will not be impaired by such release;

(3) Any money and purchase money obligations stated in said certificate to have been or to be received in consideration for the property requested to be released, or the certificate of the trustee under any mortgage constituting a prior lien upon the property to be released stating that it has received such money and purchase money obligations; and, if real estate or other property (including such purchase money obligations) is included in the consideration for the property to be released, such deeds or other instruments of conveyance, assignment or transfer as are sufficient, in the opinion of counsel, who may be counsel for the Company, satisfactory to the Corporate Trustee, to subject the same to the lien of this indenture with the same degree of priority which it possessed as a lien on the property to be released, or an opinion of such counsel to the effect that no deeds or other instruments of conveyance, assignment or transfer are necessary to vest in the Company the consideration received or to be received for such sale or exchange or to subject the same to the lien of this indenture in the manner stated;

(4) An opinion of counsel, who may be of counsel for the Company, satisfactory to the Corporate Trustee, to the effect that any purchase money obligations included in such consideration and the mortgage or other instrument securing the same are valid instruments and that such mortgage constitutes a first mortgage lien upon the property released subject to no liens of record for the payment of money except current taxes; and

(5) A certified copy of an order or orders of each public service commission or governmental agency of the United States of America, or of any state or states thereof, if any, then having jurisdiction in the premises, together with an opinion of counsel, who may be of counsel for the Company, satisfactory to the Corporate Trustee, to the effect that such order or orders authorize the sale or exchange of the property to be released and the acquisition of the property, if any, to be acquired and that no consent or authorization of any other such commission or agency is required for the release or acquisition of said property, or, in the alternative, an opinion of such counsel to the effect that no consent or authorization of any such commission or agency is required in the premises.

The resolutions, certificates, instrument and opinions hereinbefore provided for shall be full warrant and authority to the Trustees for making any such release; but before making any such release the Trustees may, in their discretion, and shall, if requested in writing so to do by the holders of not less than 10 per cent in principal amount of the outstanding bonds, ^{and} if furnished with security and indemnity satisfactory to it, cause to be made such independent investigation as they may see fit, and, in that event, may decline to take action unless satisfied by such investigation of the truth and accuracy of the statements regarding the matters so investigated. The expense of any such investigation shall be paid by the Company, or, if paid by the Corporate Trustee, shall be repaid by the Company