

excess, if any, of the fair value of such property over such consideration, if such property is to be sold, or cash equal to the excess, if any, of the fair value of such property over the fair value of the consideration to be received in exchange therefor, after deducting the amount of any Prior Liens specified in the above Officers' Certificate, if such property is to be exchanged, or (b) if such property is disposed of otherwise than by sale or exchange, an amount in cash equal to the fair value to the Companies of such property, which shall be stated in the above Officers' Certificate.

§ 6.09. From time to time any Company may abandon, surrender or terminate any franchise or portion thereof, or any leasehold or trackage rights or any tracks, structures and other property without any action by the Trustee, if such abandonment, surrender or termination be made pursuant to (a) authority of the Commission, (b) an agreement with or action by the Federal government or any State, municipality, or other political division or subdivision of a State or any governmental agency or (c) some other legal requirement.

The Trustee shall release upon Request from the lien hereof any franchise or portion thereof or any leasehold or trackage rights which shall be so abandoned, surrendered or terminated and any tracks, structures and other property which shall be so abandoned, upon receipt of the consideration and documents required by § 6.08.

As soon as reasonably practicable after any such abandonment, surrender or termination by any Company, but in any event prior to the delivery of a release by the Trustee in connection therewith, there shall be delivered to the Trustee (a) an Officers' Certificate describing the property abandoned or the franchise or portion thereof on leasehold or trackage rights surrendered or terminated (b) an Opinion of Counsel that such abandonment, surrender or