

(ii) any Subsidiary may sell, lease, transfer or otherwise dispose of any of its assets to the Company or (except in the case of NII) another Subsidiary;

(iii) any Subsidiary (other than NII) may sell or otherwise dispose of all or substantially all of its assets subject to the conditions provided in Division D of Section 5.10 with respect to a sale of the stock of such Subsidiary; and

(iv) the Company may merge into or consolidate with any corporation *provided* that (a) the Company shall be the continuing or surviving corporation, or (b) the successor corporation shall be either Celanese or a corporation (all of the stock of every class of which, except directors' qualifying shares, is owned by Celanese and/or Imperial) organized under the laws of any State of the United States of America or the District of Columbia and shall assume all of the obligations of the Company under this Indenture, the Pledged Contracts, the Products Agreement, the Assignment, the Inter-Company Agreement and on the Bonds, including all covenants herein and therein contained, and (c) the Company as the continuing or surviving corporation or such successor corporation, as the case may be, shall not, immediately after such merger or consolidation, be in default under any of such obligations;

F. *Lease Obligations.* Enter into, or permit to remain in effect, any agreements, under which the Company or any Subsidiary is lessee, to rent or lease any real or personal property (other than data processing equipment, executive office space, sales office space, laboratories, warehouses, shipping terminals and distribution equipment) for an original term of more than three years (including renewal options) providing for payments in excess of an aggregate of \$250,000 per annum by the Company and all Subsidiaries;

G. *Sale and Lease-back.* Enter into any arrangement with any bank, insurance company or other lender or investor providing for the leasing by the Company or any Subsidiary of real property which has been or is to be sold or transferred by the Company or any Subsidiary to such lender or investor;