

(c) an opinion of counsel, who may be counsel to the Company, in form and substance satisfactory to the Trustee, to the effect that the grantee of such portion is legally empowered to take such portion under the power of eminent domain;

(d) a certificate of the Lessee of such property, executed by a Vice President or its Treasurer, stating (i) the consideration being paid for the portion which is being conveyed, which consideration shall not exceed \$5,000, and that such consideration is being paid to such Lessee, (ii) that the conveyance of such portion does not render the remaining portion thereof untenable and (iii) that said conveyance is being made in anticipation that such portion would otherwise be taken under the power of eminent domain; and

(e) an undertaking of such Lessee authorized by its Board of Directors, in form and substance satisfactory to the Trustee, to the effect that such Lessee shall remain obligated under the terms of the Assigned Lease relating to such property to the same extent as if said conveyance had not been made and that such Lessee shall, if necessary, restore and rebuild said property to good condition and repair.

The aggregate consideration for all portions of the Trust Estate which may be sold pursuant to the provisions of this Section 4.04 as set forth in the certificates delivered to the Trustee pursuant to clause (d) above shall not exceed \$40,000.

SECTION 4.05. If no event of default specified in Section 7.01 shall have happened and be continuing, the Company may at any time or times grant easements, licenses, rights of way and other rights and privileges in the nature of easements, free from the lien of this Indenture, or the Company may release existing easements or appurtenances which are for the benefit of the Trust Estate, to any governmental authority, person, firm or corporation, with or without consideration, and the Trustee and the Individual Trustee shall execute and deliver any instrument necessary or appropriate to confirm the grant or release of any such easement, license, right of way or other right or privilege upon receipt by the Trustee of:

(a) a certified copy of a resolution of the Board of Directors of the Company authorizing the action to be taken by the Company, together with a written application of the Company, signed by its President or a Vice President, requesting such instrument;

(b) a conformed copy of the instrument of grant or release;

(c) a certificate of the Lessee of such property, executed by a Vice President or its Treasurer, stating (i) that such grant or release is desirable in the proper conduct of the business of such Lessee, (ii) the consideration, if any, being paid for such grant or release, which consideration shall not exceed \$5,000, and that such consideration is being paid to such Lessee, and (iii) that such grant or release does not