

the amount, if any, by which the fair value to the Company of the property, the release of which is requested, exceeds the fair value to the Company of the property to be received in exchange therefor, and if such property is to be donated, cash equal to the fair value thereof to the Company.

The Corporate Trustee, in its discretion, may require at the cost and expense of the Company such further evidence as it shall deem reasonable.

SECTION 5.02. From time to time the Company, subject to the conditions, authorizations and limitations prescribed in this Article Five, and not otherwise, may sell, exchange or donate, and the Trustees, upon compliance by the Company with the provisions of Section 5.01 hereof, and of this Section 5.02, shall release from the lien of this Indenture

(1) any part of the lines of railroad subject to the lien of this Indenture, or any undivided interest in any such lines of railroad, or all or any part of any leasehold, easement, trackage right or other interest or undivided or part interest in lines of railroad which may be subject to the lien of this Indenture, if in the judgment of the officers of the Company executing the Officers' Certificate required under Section 5.01 hereof (a) it shall no longer be necessary or advantageous for the Company to retain the property to be released, and (b) either (i) the Company will not be prevented by such release from operating continuous lines of railroad between the principal points then served by it, or (ii) such release will not adversely affect to a material degree the security for the Bonds;

(2) any other real estate or other property, except cash or pledged securities, and any other rights or interests in property which, in the judgment of the officers of the Company executing the Officers' Certificate required under Section 5.01 hereof, it shall no longer be necessary or advantageous for the Company to retain for the operation, maintenance or use of the lines of railroad then subject to the lien of this Indenture, or for use in the business of the Company; or

(3) any pledged securities, if (a) in the judgment of the officers of the Company executing the Officers' Certificate required under Section 5.01 hereof it shall no longer be necessary or advantageous for the