

paragraph stated and an instrument effecting such subordination and an Opinion of Counsel that the documents delivered to the Corporate Trustee conform to the requirements of this Indenture and constitute sufficient authority hereunder for the Corporate Trustee to execute such instrument and that the execution and delivery thereof is not contrary to applicable law.

In order to permit the Company to effect a sale and leaseback of any of its Equipment subject to the lien of this Indenture, the Trustees shall execute and deliver upon Request a release from the lien of this Indenture of such Equipment as the Company shall describe in the Officers' Certificate hereinafter in this paragraph provided for if (a) in the judgment of the Board of Directors as evidenced by a Certified Resolution delivered to the Corporate Trustee (i) such sale and leaseback is effected on terms which are of benefit to the Company and (ii) the release of such Equipment will not adversely affect to a material degree the security for the Bonds and (b) there shall also be delivered to the Corporate Trustee (i) an Officers' Certificate which shall set forth a description of the Equipment to be sold and leased back, the selling price of such Equipment and the fair value thereof to the Company, (ii) the cash proceeds received by the Company on such sale or cash equal to the fair value of the Equipment to the Company, whichever is greater, to be held as Deposited Cash, (iii) an assignment of the Company's interest in such lease and (iv) an Opinion of Counsel to the effect that the action requested is authorized by the provisions of this paragraph and is not contrary to applicable law and that the assignment of interest in such lease is sufficient to subject the same to the lien of this Indenture.

SECTION 5.15. Whenever the Company shall have acquired all, or substantially all, of the property, both real and personal, of any corporation, capital stock of which is at the time pledged hereunder, and shall have subjected to the lien of this Indenture all lines of railroad and appurtenances and other real property, all Equipment and all securities theretofore owned by such corporation, upon the Request of the Company and compliance with the provisions of Section 6.07 hereof the Trustees shall release from the lien of this Indenture any capital stock of such corporation which may then be held by them and the Corporate Trustee shall deliver to the Company the certificates for such stock properly assigned for transfer. In order to facilitate any such acquisition, the Corporate Trustee shall give to the Company, upon delivery of a Request therefor, all proxies, powers and releases which may be necessary or desirable to enable such capital stock to be voted, sold,