

Thereupon Grantee will promptly execute and deliver any and all instruments necessary or appropriate to release any such easement, license, right-of-way or other right or privilege from the lien of this Agreement.

All consideration paid by the grantee of such easements for same shall be deposited in the Redemption Account.

Section 5.5. Option to Obtain Release of Unimproved Land. So long as no event of default hereunder shall have occurred and then be continuing, Grantor shall have the option to withdraw from the lien of this Agreement any unimproved part of the Land (on which no part of the Facilities are located but upon which transportation or utility facilities may be located) at any time and from time to time at and for a release price equal to the fair market value of the portion of the Land being released as determined by an independent professional appraiser having the designation "M.A.I." awarded by the American Institute of Real Estate Appraisers (or an equivalent designation, if the "M.A.I." designation has been superceded or abandoned) and who must be approved by Grantee (which approval shall not unreasonably be withheld), provided that a Designated Representative of Borrower furnishes Grantee with the following:

(a) A notice in writing containing (i) an adequate legal description of that portion of the Land with respect to which such option is to be exercised, and (ii) a statement that Grantor intends to exercise its option to withdraw from the lien of this Agreement, such portion of the Land on a date stated, which shall not be less than thirty (30) nor more than ninety (90) days from the date of such notice;

(b) A certificate of an independent engineer who is reasonably acceptable to Grantee, dated not more than ninety (90) days prior to the date of the release and stating that, in the opinion of the person signing such certificate, (i) the portion of the Land with respect to which the option is exercised is not needed for the operation of the Project for the purposes hereinabove stated, and (ii) the release will not impair the usefulness of the Facilities as a long-term mental health hospital facility having 44 beds and will not destroy the means of ingress thereto and egress therefrom; and

(c) An amount of money equal to the release price computed as provided above.