

Provided further, however, that if the portion of the Land to be released has transportation or utility facilities located upon it, the Corporation shall retain an easement to use such facilities to the extent necessary for the efficient operation of the Facilities.

The Issuer agrees that upon receipt of the notice and certificates required in this Section to be furnished to it by the Corporation, it will (but only at the expense of the Corporation) promptly execute and deliver or cause to be executed and delivered to the Corporation a quitclaim deed covering the portion of the Land to be released.

Section 4.4. Granting of Easements. If no event of default shall have occurred and be continuing, the Corporation may at any time or times, grant easements, licenses, rights-of-way (including the dedication of public highways) and other rights or privileges in the nature of easements with respect to any property or rights included in the Facilities free from the lien and security interest afforded by or under this Mortgage or the Corporation may release existing easements, licenses, rights-of-way and other rights and privileges with or without consideration, and the Issuer agrees that it shall (but only at the expense of the Corporation) execute and deliver or cause to be executed and delivered any instrument necessary or appropriate to confirm and grant or release any such easement, license, right of way or other grant or privilege upon receipt of: (1) a copy of the instrument of grant or release; (2) a written application signed by the Corporation Representative requesting such instrument and stating that such grant or release will not impair the effective use or interfere with the operation of the Facilities; and (3) an opinion of Independent Counsel that such grant or release will not materially weaken, diminish or impair the security afforded pursuant to the terms of this Mortgage, and will not violate the terms, covenants or conditions of any agreement or grant which the Corporation or the Issuer may have with the United States, the State or any agency, department or political subdivision thereof with respect to the Facilities or the Indenture.

Section 4.5. Transfer of Operating Assets. The Corporation may sell or otherwise dispose of Operating Assets comprising a portion of the Facilities upon compliance with the terms and conditions of Section 1103 of the Agreement. Upon request of the Corporation, the Issuer and the Trustee will deliver and cause to be delivered to the Corporation such instruments as are reasonably necessary to confirm the release of such Operating Assets from the mortgage lien and