

which the Corporation shall have exercised the option granted to it in this section.

In the event the Corporation shall exercise the option granted to it under this Section, the Corporation shall not be entitled to any abatement or diminution of the amounts payable under Section 4.01 hereof.

SECTION 6.05. Release of Land, Easements. The Issuer agrees that so long as the Corporation is not in default hereof the Corporation may convey fee title, grant easements, rights of way, licenses, execute party wall agreements or terminate any of the foregoing or enter into such other similar agreements for the purposes of providing railroad service, utility services, roadway or roadway access whether for the Project or other land or for such other similar purposes as may be deemed necessary or desirable by the Corporation upon receipt by the Issuer and the Lenders of the following:

(a) a legal description of the real property proposed to be conveyed or affected by such grant, license or agreement;

(b) the instrument in the form necessary for such purpose;

(c) a certificate of the president or chief financial officer of the Corporation stating that the Corporation is not in default under this Agreement;

(d) a certificate from an Authorized Corporation Representative stating that (i) the conveyance, grant, license or agreement does not diminish the value of the Project and will not impair the character or significance of the Project for the purpose for which it was last designed or modified and is not detrimental to the proper conduct of the business of the Corporation at the Project, (ii) such conveyance, grant, license or agreement will not destroy the means of ingress to the Project or egress therefrom, and (iii) after such conveyance, grant, license or agreement, there will be sufficient parking available for the use of the Project;

(e) an Opinion of Counsel that the proposed conveyance, grant, or agreement is not in violation of the terms hereof or of the Indenture; and

(f) the consideration, if any, paid to the Corporation in return for such conveyance, grant

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