

gages stating that it has received the same, together with an opinion of counsel, who may be counsel to the Company, selected and approved as in clause (c) specified, to the effect that such bonds, stock and other securities are in his or their opinion validly issued and that title to them will upon delivery be vested in the Trustee free and clear of all liens and encumbrances, and that the company which issued the same is legally organized and existing, and a statement signed by the President or a Vice-President and the Treasurer or an Assistant Treasurer of the Company stating what portion of such bonds, stock or other securities are of a corporation any of the property of which is of the nature described in Section 3 of Article IX, and the value of such portion of such bonds, stock, or other securities representing property of the nature described in Section 3 of Article IX as shall be in excess of that portion, if any, of the bonds, stock or other securities being disposed of represented by property of such nature.

IV. In the case of the release or conveyance of property the value of which as stated in the certificate required by paragraph II of this Section shall be in excess of \$25,000, a report of an appraiser or appraisers who shall be selected by the Trustee and whose compensation shall be paid by the Company, appraising the property to be released or conveyed and appraising the consideration to be received therefor unless such consideration shall be cash, which appraisal shall show the value of the property to be released or conveyed to be not in excess of the consideration to be received therefor, and shall show what portion of the property to be released or conveyed, or to be received, is natural gas properties, separately describing the same and separately stating the value thereof.

The resolutions and certificates, and the instruments and opinions hereinbefore provided for, shall be full authority to the Trustee for making any such release or giving such consent, and the Trustee may conclusively rely upon the truth of any statement made in any such resolution, certificate, instrument or opinion whether such statement be required by any provision of this Article or be voluntarily made; but before making any such release or giving such consent the Trustee may, in its discretion, cause to be made such independent investigation as it may see fit, and the expense thereof shall be paid by the Company, or if paid by the Trustee, shall be repaid by the Company upon demand, with interest at the rate of six per cent. per annum.

SECTION 3. (a) All the property, real, personal or mixed, of the Company, and/or any of the subsidiary companies, now owned or hereafter acquired, used or useful in connection with the business of producing, locating, transporting, distributing, selling, and/or marketing of natural gas (hereinafter called the Natural gas business), are, for the purposes of this Section, called natural gas properties, which term natural gas properties shall include the stocks and securities issued by any subsidiary company, the sole business of which is the Natural gas business, and shall include property jointly used by the Company and/or any subsidiary company in connection both with its natural gas business and its other business, but, in the case of such jointly used properties, such properties shall be deemed to be natural gas properties only to the extent to which they are so used in the natural gas business.

(b) The Company and/or all subsidiary companies may, at any time, sell or otherwise dispose of, and the Trustee shall release or consent to the release of, all the natural gas properties as a unit from the lien hereof upon the written request of the Company; but, so long as any Bonds of Series "A" are outstanding, only upon the retirement of seventeen million five hundred thousand dollars (\$17,500,000) principal amount of Bonds of Series "A" plus a principal amount of Bonds of any series issued