

premises, to sell, or otherwise dispose of or deal with in all respects as if not subject to the lien of this First Mortgage, and without any release from the Trustee, such equipment, rolling equipment, machinery, tools and other like property as the Company may from time to time have acquired for use in the ordinary conduct of its business and which may have become obsolete, worn out or useless, or undesirable in the conduct of the Company's business, replacing the same with new equipment, rolling equipment, machinery, tools and other like property of equal value, which shall become subject to the lien of this First Mortgage as a lien thereon of the same rank as the lien of this First Mortgage on the equipment, rolling equipment, machinery, tools and other like property so sold or disposed of. If in any given period of six months the proceeds of any such property so sold or disposed of shall exceed \$10,000, all proceeds in excess of such amount received from the sale or disposition of property of such character during such period of six months shall be deposited with the Trustee by the Company and shall be released by the Trustee in whole or in part to the Company upon receipt by the Trustee of the certificate of the Company executed by its President or a Vice-President and its Treasurer or an Assistant Treasurer stating that the Company has acquired in lieu of the property so sold or disposed of ~~for~~ such excess proceeds or part thereof like property of at least equal value subject to the lien of this First Mortgage as a lien thereon of the same rank as the lien hereof on such property so sold or disposed of or, at the option of the Company, shall be released by the Trustee in whole or in part for the purposes and upon the certificates specified in Section 3 of this Article with respect to the proceeds of property released under the provisions of Section 2 of this Article. The Trustee shall not be responsible to any one for releasing such excess proceeds upon any such certificate or certificates, nor shall it be the duty of the Trustee to ascertain whether any such moneys are payable to it under the provisions of this Section 1. or to inquire into the source from which any moneys so paid are derived, or to require the Company to make any such payment.

SECTION 2. The Company may from time to time, while in possession and control of the trust estate, sell any property, either real or personal, comprised in the trust estate which the Company may consider should be sold upon the release of the same from the lien hereof by the Trustee as hereinafter provided, and the Trustee, shall at any time and from time to time release from the lien hereof any of such property upon receipt by it of the following:

(A) A copy of a resolution or resolutions of the board of directors of the Company, certified by its Secretary or Assistant Secretary under its corporate seal to have been adopted not more than sixty days previous to the delivery thereof to the Trustee, and certified to be still in effect, which resolution or resolutions shall

(1) State that the Company has contracted to sell certain of the property subject to this First Mortgage, describing such property, for cash, or partly for cash and partly for obligations secured by purchase money mortgage upon such property, and that if such obligations so secured by purchase money mortgage are to be received by the Company, they will not exceed in principal amount 70% of the price at which such property is to be sold by the Company;

(2) Request the release of such property by the Trustee from the lien of this First Mortgage;

(3) State the price to be received by the Company therefor and if not all payable in cash, the amount payable in cash, the amount payable in cash and the amount payable in obligations secured by purchase money mortgage, and that such price is a fair price and represents the fair value of such property;