

subject to the provisions of this Section 7.2:

(a) Subject to the provisions of sub-sections (b) and (c) of this Section 7.2, Lessee shall rebuild, reconstruct, restore, replace and repair the Project so as to restore, insofar as may be practicable, the same to substantially the same condition as existed immediately prior to such condemnation. In such event the Net Proceeds of any award or compensation for the damages recovered on account of such taking or condemnation shall be paid over to Lessee, at Lessee's election, either upon completion of repairs, restoration or reconstruction of the Project or periodically as same progresses (but limited to the then cost thereof) to reimburse or pay Lessee for expenditures made for the purpose of rebuilding, reconstructing, restoring, replacing and repairing the Project; provided, however, that the sums so paid by the Trustee shall in no event exceed the total cost of such repair, restoration, reconstruction, re-equipping, construction or replacements, nor shall they exceed the aggregate amount received by the Trustee as Net Proceeds of any condemnation award. Before any such disbursements are made, the Lessee shall provide the Trustee with an Opinion of Independent Counsel that there are and will be no liens or encumbrances on the Project as a result of such repair, restoration, reconstruction, construction or replacements