

the relocation of highways or other traffic arteries, the destruction or damage thereof from any cause, the whole or partial condemnation or threatened condemnation thereof by any Government, governmental agency or corporation having the power of eminent domain, or the sale of all or part thereof to any such Government, governmental agency or corporation, whenever condemnation is threatened, Lessee shall have the right to discontinue the use and operation of such Property and to surrender such Property to Lessor by delivery of prior written notice and such factual data as Lessor may reasonably request. In the event of any such surrender, Lessor shall upon written demand by Lessee convey such Property to Lessee by quitclaim deed, and contemporaneously with the delivery of such quitclaim from Lessor to Lessee, at the option of Lessor: (i) Lessee shall convey or cause to be conveyed to Lessor a substitute property or substitute properties which will, upon such conveyance, have a net book value on the books of Lessor which will be at least equal, when added to the excess, if any, of the aggregate net book value of all Properties previously substituted over the aggregate net book value of all Properties previously surrendered, to the net book value on the books of Lessor of the Property or Properties being surrendered; or (ii) Lessor shall make subject to this Lease a substitute property or substitute properties then owned by Lessor which shall at such time have a net book value on the books of Lessor which will be at least equal, when added to the excess, if any, of the aggregate net book value of all Properties previously substituted over the aggregate net book value of all Properties previously surrendered, to the net book value on the books of the Lessor of the Property or Properties being surrendered, in which latter event Lessee shall pay to Lessor in cash an amount equal to the difference, if any, between the net book value of such substitute property or substitute properties and the amount of any net proceeds received by Lessor from the sale or other disposition of the Property or Properties so surrendered. No substitution of properties shall be made under this Section 3, if such substitution shall result in a reduction in the net book value on the books of Lessor of the Properties subject to this Lease.

- B. Substitution in lieu of Section 9 thereof the following Section 9:

Section 9. Eminent Domain. Lessee shall be entitled to receive the entire proceeds of any Property condemned by, or sold to, any Government, governmental agency or corporation having the power of eminent domain, and shall pay all costs and expenses incurred by Lessee as well as all costs