

(d) state that the fair value to the Companies of such property (which fair value in the case of abandonment, surrender or termination pursuant to § 6.09 hereof shall not be deemed to be greater than the salvage value thereof) is not greater than the sum of (i) the amount of cash and the fair value of any other consideration received therefor, after deducting the amount of any Prior Liens on property received in exchange, which shall be specified in such Certificate, and (ii) any cash paid to the Trustee or to a trustee under an applicable Prior Lien Indenture pursuant to (5)(a)(ii) below;

(4) An Opinion of Counsel to the effect that

(i) the release sought is authorized by this § 6.08 and is permissible under applicable law,

(ii) there are no Prior Liens on any property constituting a part of the consideration to be received in exchange for the property sought to be released except those which may be specified in the above Officers' Certificate,

(iii) the instruments furnished and the consideration delivered to the Trustee in connection with the release sought comply with this § 6.08, and

(iv) the property, if any, to be received as a part of the consideration for the property sought to be released thereupon will become subject to the lien of this Indenture as a first lien, subject only to Equipment Agreements, Excepted Encumbrances and such Prior Liens, if any, as may be specified in the above Officers' Certificate;

and

(5) Subject to the requirements of any applicable Prior Lien Indenture, (a)(i) the consideration to be received therefor together with (ii) an amount in cash equal to the