

Company to retain the same and either (i) the Company will not by such release be prevented from operating continuous lines of railroad between the principal points then served by it or (ii) such release will not adversely affect to a material degree the security for the Bonds, (b) the pledged securities to be released are not bonds or obligations secured by lien prior to the lien of this Indenture on property directly subject to the lien hereof, and (c) in the event such pledged securities are securities of a Pledged Subsidiary, then either (i) the pledged securities to be released are not less than all of the securities of such Pledged Subsidiary at the time subject to the lien of this Indenture, or (ii) the pledged securities to be released are less than all of such securities of such Pledged Subsidiary, and either (x) the Pledged Subsidiary will remain a Pledged Subsidiary after disposition of the pledged securities to be released or (y) in the judgment of the officers of the Company executing the Officers' Certificate required under Section 5.01 hereof the disposition of less than all of the securities of such Pledged Subsidiary is desirable in connection with arrangements for ownership of the stock of such Pledged Subsidiary by the Company and one or more other corporations and will be beneficial to the trust estate.

In any case of the sale or exchange of property pursuant to the provisions of subparagraph (1), (2) or (3) of this Section 5.02 the consideration, in the case of sale of property, or the property to be received in exchange, must consist of (a) cash or (b) obligations secured by purchase money mortgage on the property to be released or obligations under conditional sale or similar agreements with respect to the property to be released, in either case in an amount not exceeding 90% of the fair value of the aggregate consideration received, or (c) property of such character that, if the same had been purchased by the Company, it would have constituted a Bondable Addition includible in subparagraph (1) of the definition of Bondable Expenditures herein, or (d) in case of any release of property in connection with any joint terminal or other joint facility, rights to use the property of such terminal or other joint facility, or (e) a combination of any of the foregoing.

Subject to the provisions of any mortgage or other instrument constituting a Prior Lien on any property so released, all cash received for property so released, and all cash paid by the Company pursuant to subparagraph (4) of the second paragraph of Section 5.01 hereof, shall be paid over to or deposited with the Corporate Trustee to be held by it as Deposited Cash, and all obligations secured by a purchase money mortgage on the property