

applied or otherwise disposed of in effecting such acquisition by consolidation, merger or otherwise.

In any case in which the Company proposes to acquire a part only of the lines of railroad or other property of any corporation, a part of the capital stock of which (whether or not a majority of such capital stock) shall be subject to the lien of this Indenture, such capital stock, or any part thereof which may be required for such purpose, may be exchanged for such property, or may be applied in consummating the acquisition of such property, and the stock to be so exchanged or applied shall be released by the Trustees from the lien of this Indenture; *provided, however*; that in the opinion of an engineer the property acquired in lieu of the capital stock released shall be at least equal in fair market value to the fair market value of the released capital stock (in the case of property so valued at less than \$10,000, such engineer may be an engineer employed by the Company and, otherwise, shall be an independent engineer duly appointed by the Company and satisfactory to the Corporate Trustee) and shall be forthwith subjected to the lien of this Indenture. The Company in any such case shall deliver to the Corporate Trustee an Opinion of Counsel to the effect that, upon the release of said stock, such property will become subject to the lien of this Indenture.

SECTION 5.16. The Trustees, upon receipt of a Request so to do, shall execute and deliver to the Company a quitclaim deed or disclaimer, or shall join with the Company in the execution and delivery of a quitclaim deed, relating solely to property or rights which are not at the time subject to the lien of this Indenture. The Company, when requesting any action under this Section 5.16, shall deliver to the Corporate Trustee

(1) an Officers' Certificate which shall set forth a description of the property or rights a quitclaim of which or a disclaimer in respect of which is requested; and

(2) an Opinion of Counsel that such property or rights are not subject to the lien of this Indenture.

The Company shall not be required to deposit with the Corporate Trustee, or to account to the Corporate Trustee for, the consideration for any property or rights quitclaimed or disclaimed under the provisions of this Section 5.16.