

the amount to be so paid on account of all such sales, trade-ins or other dispositions aggregates at least \$5,000.

The Lender agrees to execute and deliver such documents, if any, as the Corporation may properly request in connection with any action taken by the Corporation in conformity with this section. The Corporation will pay any costs (including reasonable counsel fees) incurred in subjecting to the lien of this Agreement any items of machinery, equipment or related property that under the provisions of this section are to become part of the Plant. The Corporation shall not remove, or permit the removal of, any of the personalty subject to the lien of this Agreement from the Plant except in accordance with the provisions of this section.

SECTION 4.04. Release of Land, Easements. So long as the Corporation is not in default hereof and with the written consent of the Lender, the Corporation may convey fee title, grant easements, rights of way, licenses, execute party wall agreements or terminate any of the foregoing or enter into such other similar agreements for the purposes of providing railroad service, utility services, roadway or roadway access whether for the Plant or other land or for such other similar purposes as may be deemed necessary or desirable by the Corporation upon receipt by the Lender of the following:

(a) a legal description of the real property proposed to be conveyed or affected by such grant, license or agreement;

(b) the instrument in the form necessary for such purpose;

(c) a certificate of the Authorized Corporation Representative stating that the Corporation is not in default under this Agreement;

(d) a certificate from an Authorized Corporation Representative stating that (i) the conveyance, grant, license or agreement will not impair the character or significance of the Plant for the purpose for which it was last designed or modified and is not detrimental to the proper conduct of the business of the Corporation at the Plant and (ii) such conveyance, grant, license or agreement will not destroy the means of ingress to the Project or egress therefrom; and

(e) the consideration, if any, paid to the Corporation in return for such conveyance, grant or easement.

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