

(3) That the fair value of the property a release of which is requested is not greater than the price at which it is to be sold or the fair value of the property (including any cash) to be received in exchange therefor; and

(c) An opinion of counsel, stating that the action so requested is authorized by the provisions of this Section, and that the resolutions and certificates furnished to the Corporate Trustee in connection therewith are in compliance with the provisions of this Section.

SECTION 6.02. The Corporate Trustee shall, from time to time, release from the lien of this Indenture any franchise or portion thereof which shall have been or is to be surrendered by the Company, and any tracks, rights-of-way, structures, leasehold interests and trackage or other rights which shall have been or are to be removed or abandoned by it, upon delivery to the Corporate Trustee of:

(1) A resolution of the Board of Directors of the Company requesting the release of the property so surrendered, removed or abandoned, or to be surrendered, removed or abandoned;

(2) A certificate signed by the President or a Vice-President and by the Chief Engineer or an Assistant Chief Engineer of the Company, which shall state that after the surrender, removal or abandonment thereof the Company will not be prevented (except to the extent that in the judgment of the Corporate Trustee failure to retain the same would not adversely affect to a material degree the security of the Bonds or the interest of the bondholders) from maintaining and operating a continuous main line railroad system in the manner set forth in subparagraph (2) of the first paragraph (a) of Section 6.01 hereof, and the consideration, if any, to be received by the Company with respect to such property;