

shall have contributed a substantial part of Consolidated Net Earnings (as defined in Section 5.09) for any of the three fiscal years then most recently ended, to any Person, except that

(i) any Subsidiary may merge with the Company (provided that the Company shall be the continuing or surviving corporation) or with any one or more other Subsidiaries,

(ii) any Subsidiary may sell, lease, transfer or otherwise dispose of any of its assets to the Company or another Subsidiary,

(iii) any Subsidiary may sell or otherwise dispose of all or substantially all of its assets subject to the conditions provided in Division D of Section 5.10 with respect to a sale of the stock of such Subsidiary, and

(iv) the Company may merge with any corporation *provided* that (a) the Company shall be the continuing or surviving corporation, or (b) the successor corporation shall be either Celanese or a corporation (all of the stock of every class of which, except directors' qualifying shares, is owned by Celanese and/or Imperial) organized under the laws of any State of the United States of America or the District of Columbia and shall assume all of the obligations of the Company under this Indenture, the Pledged Contracts, the Assignment, and on the Bonds, including all covenants herein and therein contained, and (c) the Company as the continuing or surviving corporation or such successor corporation, as the case may be, shall not, immediately after such merger, be in default under any of such obligations;

F. *Lease Obligations.* Enter into, or permit to remain in effect, any agreements, under which the Company or any Subsidiary is lessee, to rent or lease any real or personal property (other than data processing equipment, executive office space, sales office space, laboratories, warehouses, shipping terminals and distribution equipment) for an original term of more than three years (including renewal options) providing for payments in excess of an aggregate of \$250,000 per annum by the Company and all Subsidiaries on a consolidated basis, provided that there shall be excluded from the operation of this Division F any rental