

upon receipt of an Officers' Certificate and an Opinion of Counsel covering such matters as may, in their sole discretion, be specified by the Trustees.

SECTION 7.03. *Eminent Domain.* If all or any part of the Trust Estate shall be taken by the exercise of the right of eminent domain, the Trustees may, upon delivery to them of a Request together with the award for such taking, release the property so taken and the Trustees shall be fully protected in so doing upon being furnished with an Officers' Certificate and an Opinion of Counsel covering such matters as may, in their sole discretion, be specified by the Trustees. Any such award paid to the Trustees shall be held by the Trustees as a part of the Trust Estate and shall be disposed of as provided in Section 7.05.

SECTION 7.04. *Disposal of Property No Longer Necessary.* Upon the terms and conditions and subject to the restrictions in this Section contained, the Company may at any time and from time to time, so long as no Event of Default has occurred and is continuing, sell any property (including, without limitation, the sale of residential properties to employees of the Company) that may be subject to the lien hereof which in the judgment of the Board of Directors is no longer necessary or advantageous in the business of the Company and the fair market value of which is not more than the amount or fair value to the Company, as the case may be, of the consideration to be received therefor (which consideration must consist of cash, purchase money obligations or real or tangible personal property), *provided, however,* that the Company shall not make any sale pursuant to this Section not permitted by Divisions D, E and J of Section 5.10; and, if no Event of Default has occurred and is continuing to the knowledge of the Trustees, (i) the Trustees shall release the same from the lien of this Indenture upon receipt by the Trustees of an Officers' Certificate, an Opinion of Counsel, a resolution adopted by the Board of Directors and such other documents, if any, as may be required by the Trustees and covering such matters as may, in their sole discretion, be specified by the Trustees, *provided* that the Trustees shall not release any property pursuant to this clause (i) if the fair market value thereof and of all property theretofore so released by the Trustees shall