

I. The Assignment, as amended, is further amended by:

A. Substitution in lieu of Section 3.14 thereof the following Section-3.14.

3.14. In the event of any substitution of Properties (as defined in the Lease) pursuant to the third and fourth paragraphs of Section 3 or to Section 4 or 9 of the Lease, the Company shall deliver to the Trustees:

(a) A partial release and supplement to the Lease and this Assignment executed by the Lessee and the Company which partial release and supplement shall specifically describe the Property being released from the Lease and this Assignment and the additional Property conveyed to or made subject to the Lease and this Assignment by the Company;

(b) A certificate signed by the President, Vice President or chief financial officer of the Company to the effect that the sum of (i) the net book value on the books of the Company of the additional Property at the time of the substitution, and (ii) the excess, if any, of the aggregate net book value of all Properties previously substituted over the aggregate net book value of all Properties previously released equals or exceeds the net book value of the Property which is being surrendered; and

(c) An opinion of counsel in the legal department of Lessee to the effect that the partial release and supplement to the Lease and this Assignment has been duly authorized, executed and delivered and constitutes the legal, valid and binding obligation, contract and agreement of the Company and the Lessee, as the case may be, in accordance with its terms.

Upon receipt of the foregoing documents and certificates the Trustees shall execute the partial release and supplement and return said partial release and supplement to the Company; it being understood and agreed that, subject to the provisions of Section 3.4 hereof, the Trustees shall not have the right or the obligations to require any further showings, certificates, opinions, appraisals or other information in respect of the matters and things covered by the foregoing documents and certificates. The Company shall with reasonable promptness after the receipt of an executed partial release and supplement cause the same to be duly recorded and filed for record in the proper public office in each of the counties wherein the additional Property is located and shall furnish the Trustees with satisfactory evidence thereof.

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