

(b) Not make any such substitution and installation, provided (i) that in the case of the sale of any such Leased Equipment to anyone other than itself or in the case of the scrapping thereof, the Lessee shall pay to the Assignee, to be applied against the Note in the inverse order in which the payments become due, the proceeds from such sale or the scrap value thereof, as the case may be, (ii) that in the case of the trade-in of such Leased Equipment for other machinery, equipment or related property not to be installed in the Building or on the Leased Land, the Lessee shall pay to the Assignee, to be applied against the Note in the inverse order in which the payments become due, the amount of the credit received by it in such trade-in and (iii) that in the case of the sale of any such Leased Equipment to the Lessee or in the case of any other disposition thereof the Lessee shall pay to the Assignee, to be applied against the Note in the inverse order in which the payments become due, an amount equal to the lesser of fair market value as determined in good faith by the Executive Committee of Lessee at the date of disposition, or the cost thereof less depreciation (at rates calculated in accordance with generally accepted accounting practice).

The removal from the Project of any portion of the Leased Equipment pursuant to the provisions of this Section shall not entitle the Lessee to any abatement or diminution of the rents payable under Section 5.3 hereof.

The Lessee shall promptly report to the Assignee each such removal, substitution, sale and other disposition and shall pay to the Assignee such amounts as are required by the provisions of the preceding subsection (b) of this Section to be paid to the Assignee promptly after the sale, trade-in or other disposition requiring such payment; provided, that no such report and payment need be made until the amount to be so paid on account of all such sales, trades-ins or other disposition not previously reported aggregates at least \$10,000.

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