

(d) in the case of any release except by way of donation, state that the fair value to the Company of the property sought to be released is not greater than the price at which it is to be sold, or is not greater than the fair value to the Company of the property (including any cash) to be received in exchange therefor, as the case may be, after taking into account any cash paid by the Company pursuant to subparagraph (4) of this paragraph (the amount of which shall be specified), or, in the case of a disposition of property otherwise than by sale or exchange, is not greater than the benefits to be received by the Company or the resulting enhancement in value of the remainder of its property subject to the lien of this Indenture;

(3) an Opinion of Counsel stating that the action so requested is authorized by the provisions of this Article Five and is not contrary to applicable law, that there are no Prior Liens on any property to be received in exchange for property to be released except those specified in the Officers' Certificate required by the foregoing subparagraph (2) and that the instruments furnished to the Corporate Trustee in connection with the action so requested are in compliance with the provisions of this Article Five, and where necessary or appropriate that no conveyances, declarations or instruments of further assurance are necessary for the purpose of subjecting such property to the lien of this Indenture (as a first lien thereon subject only to such Prior Liens, if any, as may be specified in such Opinion of Counsel and to Excepted Encumbrances) except such conveyances, declarations or instruments of further assurance, if any, as may be delivered to the Corporate Trustee with such Opinion of Counsel for such purpose, and, if any conveyances, declarations or instruments of further assurance be delivered to the Corporate Trustee with such Opinion of Counsel, that the same accomplish such purpose; and

(4) subject to the requirements of any mortgage or other instrument constituting a Prior Lien on the property, the release of which is requested, if such property is to be sold, the consideration to be received therefor, together with, if the fair value to the Company of such property is greater than such consideration, an amount in cash equal to such excess, and if such property is to be exchanged, cash equal to