

or supplemental lease or trackage, joint facility or other contract or agreement forthwith shall be subject to this Indenture in the same manner and to the same extent as that previously existing.

The Company shall have the right, with the written consent of the Trustees, to make any lease of, or to make any agreement granting trackage, joint facility or other operating rights upon or grant easements in respect of, any part of the trust estate, on such terms that the rights of the lessee under such lease or the person to whom such trackage, joint facility or other operating rights or such easement are granted shall be superior to the lien of this Indenture; *provided, however*, that no such lease or agreement shall be made unless the rent or other consideration to be received by the Company thereunder is fair and adequate in the circumstances. Any lease or agreement made pursuant to this paragraph may thereafter be amended or terminated with the written consent of the Trustees.

The Trustees shall give written consent (in form for recording, if requested by the Company) to any action to be taken by the Company pursuant to the next preceding paragraph upon receipt of

(1) a Request for such consent, accompanied by a copy of the proposed lease or agreement and the proposed form of consent;

(2) a Certified Resolution determining that in the opinion of the Board of Directors the action, consent to which is requested, will not adversely affect to a material degree the security for the Bonds;

(3) except when consent to the termination of a lease or agreement is requested, an Officers' Certificate stating that the rent or other consideration to be received by the Company thereunder, or under any amendment thereof then proposed, is fair and adequate in the circumstances and stating whether or not the value of the property to be leased or in respect of which such an agreement is to be made amounts to \$1,000,000 or more; and

(4) if the fair value of the property to be leased or in respect of which such an agreement is to be made amounts to \$1,000,000 or more, either (a) a certificate of an independent railroad analyst, engineer, or other expert, appointed by the Board of Directors and satisfactory to the Corporate Trustee, stating that the action, consent to which is requested, will not adversely affect to a material degree the security