

RECEIVED

release existing easements or appurtenances which are for the benefit of any Property, with or without consideration, and the Trustees shall execute and deliver any instrument necessary or appropriate to confirm such grant or release upon receipt by the Trustee of:

(a) a Certified Resolution authorizing such action by the Company, together with a written application of the Company, signed by an Executive Officer thereof, requesting such instrument and certifying that no default has occurred and is continuing;

(b) a copy of such instrument;

(c) a certificate of the Lessee, signed by an Executive Officer thereof, stating (i) that such grant or release is not detrimental to the proper conduct of the Lessee's business on such Property, (ii) the consideration, if any, being paid for such grant or release, and that such consideration is payable entirely to the Lessee, and (iii) that such grant or release does not materially impair the effective use of such Property for the purpose for which it is then being used or adversely affect its value;

(d) a duly authorized undertaking of the Lessee to remain obligated under the Lease, to the same extent as if such grant or release had not been made; and

(e) such other instruments, certificates (including evidence of authority) and opinions as the Trustee may reasonably request.

Section 4.6. Transfer of a Property. If no default shall have happened and be continuing, the Company may sell, assign or otherwise transfer any or all of the Properties, subject to the lien hereof, the Lease, the Assignment and the Consent, provided, that upon any such sale, assignment or transfer, the purchaser, assignee or

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