

an Engineer selected by the Company, who may be in the employ of the Company, and who shall be acceptable to the New York Trustee, setting forth in substance as follows:

(1) That the Company has sold or disposed of or has contracted to sell or dispose of the property so to be released.

(2) Either (a) that such sale or disposition is desirable in the conduct of the business of the Company, and that the property to be released is no longer useful, necessary, profitable or advantageous in the judicious management and maintenance of the Trust Estate or in the conduct of the business of the Company, or (b) that such sale or disposition has been or is to be made to a State, municipality or other governmental subdivision which has the power to take such property by eminent domain and that such sale or disposition has been made in lieu and in reasonable anticipation of such taking by such State, municipality or governmental subdivision, or (c) that such sale or disposition is made to comply with an order or orders of a designated governmental authority having jurisdiction to require such sale or disposition.

(3) Whether any part of the property so to be released consists of a plant or pipeline system, and, if so, such property shall be separately described; and also whether any part of the property so to be released has been sold or disposed of or contracted to be sold or disposed of to an Affiliate, and, if so, such property shall be separately described.

(4) Whether any part of the property so to be released has been or is to be sold or disposed of, in whole or in part, for a consideration consisting of property or securities; and, if so, such part of said property shall be separately described, and said consideration shall also be described.

(5) Whether any purchase money obligations to be delivered to the New York Trustee under *Paragraph D* of this Section are to be secured by purchase money mortgage on less than all of the property to be released; and, if so.