

(8) of this Paragraph) by 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, desirable 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."

(c) The first paragraph and *Clause (1) of Paragraph C of Section 41* of the Original Indenture are hereby amended so that hereafter they shall read as follows:

"C. In case any part of the property to be released is shown by said certificate to have been sold or disposed of (or contracted to be sold or disposed of) to an Affiliate of the Company and to have a Fair Value in excess of \$100,000, or is shown to consist of a plant or pipeline system having a Fair Value in excess of \$250,000, either

(1) A Certificate dated not more than 45 days prior to the application for the release of such property, signed by an Independent Engineer selected by