SECTION 15.07. No such resolution so passed at a meeting of bondholders shall be binding unless and until there shall have been delivered to the Trustee a certified resolution of the Board of Directors approving in form and in substance such bondholders' resolution, and adopted either before or after the adoption of such bondholders' resolution. Upon the delivery of such certified resolution to the Trustee any such resolution so passed at a meeting of the bondholders duly convened and held shall be binding upon all bondholders, whether present or not at such meeting, and each of the bondholders shall be bound to give effect thereto accordingly, and the passing of any such resolution shall be conclusive evidence that the circumstances justify the passing thereof, the intention being that it shall rest with the meeting to determine without appeal whether or not the circumstances justify the passing of such resolution; *provided, however*, that any direction or authorization contained in any such resolution shall not be otherwise than in accordance with the provisions of law; and *provided further*, that, subject to the provisions of Sections 13.02 and 13.03, the Trustee shall have the right to decline to follow any such direction or authorization and to give effect to any such resolution if the Trustee shall be advised by counsel that the action or proceeding directed or authorized by such resolution may not lawfully be taken, or if the Trustee in good faith shall by responsible officers determine that the Trustee will not be sufficiently indemnified for any expenditures or liabilities to be incurred by it in any action or proceeding so directed, and that, subject to the provisions of Sections 13.02 and 13.03, the Trustee shall not be responsible to anyone for any action taken or omitted by it in good faith and without negligence pursuant to any such direction or authorization.

SECTION 15.08. A record in duplicate of the proceedings of each meeting of bondholders shall be prepared by the permanent Secretary of the meeting and shall have attached thereto the original reports of the Inspectors of Votes, and affidavits by one or more persons having

knowledge of the facts showing a copy of the notice of the meeting and a copy of the notice of adjournment thereof, if required, and showing that said notices were mailed and published as provided in this Article. Such records shall be signed and verified by the affidavits of the permanent Chairman and the permanent Secretary of the meeting (and a duly authorized representative of the Trustee if such a representative was present at the meeting) and one duplicate thereof shall be delivered to the Company and one to the Trustee. Any record so signed and verified shall be proof of the matters therein stated until the contrary is proved and such meeting shall be deemed conclusively to have been convened and held, and any resolution or proceeding stated in such record to have been adopted or taken shall be deemed conclusively to have been duly adopted or taken at such meeting.

SECTION 15.09. Bonds authenticated and delivered after the date of any bondholders' meeting may bear a notation, in form approved by the Trustee, as to the action taken at meetings of bondholders theretofore held, and upon demand of the holder of any bond outstanding at the date of any such meeting and presentation of his bond for the purpose at the principal office of the Trustee, the Company shall cause suitable notation to be made on such bond by endorsement or otherwise as to any action taken at any meeting of bondholders theretofore held. If the Company or the Trustee shall so determine, new bonds so modified that they will, in the opinion of the Trustee and the Board of Directors, conform to such bondholders' resolutions, shall be prepared, authenticated and delivered, and such new bonds shall be exchanged for bonds of the same series and maturity then outstanding hereunder, upon demand of, and without cost to, the holders thereof, upon surrender of such bonds, and, if coupon bonds, with all unmatured coupons appertaining thereto. The Company or the Trustee may require bonds to be presented for notation or exchange as aforesaid, if either shall see fit to do so. Instruments supplemental to this Indenture, embodying any modification or alteration of this Indenture or of any indenture supplemental hereto made at any bondholders'