

## MORTGAGE RECORD 85

(6) Any such separate trustee, co-trustee or successor trustee may resign from office and be discharged of any trusts assumed in connection with this Indenture or the bondholders hereunder, by giving written notice thereof to the Corporation and to the Trustee in the manner prescribed for a resignation of the Trustee in Section 20 of this Article XI, - such resignation to be accompanied by such publication or other notice as may be required by the Trustee or any court having jurisdiction over any matters relating to the conduct of such separate trustee, co-trustee or successor trustee, and to be effective upon such date as may be agreed to in writing by the Corporation and the Trustee or as may be prescribed by any such court. Furthermore, any such separate trustee, co-trustee or successor trustee may be removed in the manner prescribed for the removal of the Trustee in Section 21 of this Article XI.

No trustee hereunder shall be personally liable by reason of any act or omission of any other trustee hereunder.

#### Section 4. Disqualification of Trustee.

If any trustee under this Indenture (whether the Trustee or any separate trustee or trustees or co-trustees or co-trustees appointed as provided in this Article XI) has or shall acquire any conflicting interest as hereinafter defined in this Section 4 of Article XI, the following provisions shall be applicable:

(i) Such trustee shall, within ninety (90) days after ascertaining that it has such conflicting interest, either eliminate such conflicting interest or resign (such resignation to become effective upon the appointment of a successor trustee and upon such successor's acceptance of such appointment) and the Corporation shall take prompt steps to have a successor appointed in the manner provided in this Indenture;

(ii) In the event that such trustee shall fail to comply with the provisions of clause (i) of this subsection, such trustee shall within ten (10) days after the expiration of such ninety (90) day period transmit notice of such failure to the holders and registered owners of all bonds secured by this Indenture and at the time outstanding in the manner and to the extent provided by Section 8 (C) of this Article XI; and

(iii) Subject to the provisions of Section 6 of Article XVII, any holder or registered owner of bonds outstanding hereunder, who has been a bona fide holder or registered owner of such bonds for at least six (6) months may, on behalf of himself and of others similarly situated, petition any court of competent jurisdiction for the removal of such trustee and the appointment of a successor, if such trustee fails, after written request therefor by such holder or registered owner, to comply with the provisions of clause (i) of this section.

#### Definition of Conflicting Interest of Trustee.

For the purposes of this section, any such trustee shall be deemed to have a conflicting interest under any of the following circumstances: -

(1) If such trustee is trustee under another indenture under which any other securities, or certificates of interest or participation in any other securities, of the Corporation or any other obligor upon bonds issued hereunder are outstanding, unless such other indenture is a collateral trust indenture under which the only collateral consists of bonds which are outstanding at the time under this Indenture, provided that there shall be excluded from the operation of this paragraph any indenture or indentures excluded under Section 310(b) of the Trust Indenture Act of 1939 under which other securities, or certificates of interest or participation in other securities, of an obligor upon the bonds are outstanding, if the Corporation shall have sustained the burden of proving, on application to the Securities and Exchange Commission and after opportunity for hearing thereon, that the trusteeship under this Indenture and such other indenture is not so likely to involve a material conflict of interest as to make it necessary in the public interest or for the protection of investors to disqualify such trustee from acting as such under one of such indentures;

(2) If such trustee or any of its directors or executive officers is an obligor upon any bonds issued at any time under this Indenture or is an underwriter for such an obligor;

(3) If such trustee directly or indirectly controls or is directly or indirectly controlled by or is under direct or indirect common control with any corporation, partnership or person who is an obligor upon any bonds issued under this Indenture or is an underwriter for such an obligor;

(4) If such trustee or any of its directors or executive officers is a director, officer, partner, employee, appointee, or representative of any corporation, partnership, or person who is an obligor upon any bonds issued under this Indenture, or of an underwriter (other than such trustee itself) for such an obligor who is currently engaged in the business of underwriting, except that:

(A) One individual may be a director or an executive officer of such trustee (or both) and a director or an executive officer of such obligor (or both) but may not be at the same time an executive officer of both such trustee and of such obligor; and

(B) If and so long as the number of directors of such trustee in office is more than nine (9), one additional individual may be a director or an executive officer of such trustee (or both) and a director of such obligor; and

(C) Such trustee may be designated by any such obligor or by any underwriter for any such obligor to act in the capacity of transfer agent, registrar, custodian, paying agent, fiscal agent, escrow agent, or depository, or in any other similar capacity, or, subject to the provisions of Paragraph (1) of this subsection, to act as trustee, whether under an indenture or otherwise;

(5) If ten per cent. (10%) or more of the voting securities of such trustee is beneficially owned either by the Corporation or any other obligor upon any bonds issued under the Indenture hereafter, or by any director, partner, or executive officer thereof; or twenty per cent. (20%) or more of such voting securities of such trustee is beneficially owned, collectively, by any two or more of such persons; or ten per cent. (10%) or more of such voting securities of such trustee is beneficially owned either by an underwriter for the Corporation or for any other such obligor, or by any director, partner, or executive officer thereof, or is beneficially owned, collectively, by any two or more such persons;

(6) If such trustee is the beneficial owner of or holds as collateral security for an obligation which is in default, as hereinafter defined, either

(A) Five per cent. (5%) or more of the voting securities, or ten per cent. (10%) or more of any other class of security, of the Corporation or any other obligor upon any bonds issued hereunder (not including bonds issued under this Indenture itself and securities issued under any other indenture under which such trustee is also trustee); or

(B) Ten per cent. (10%) or more of any class of security of an underwriter for the Corporation or any other obligor upon any bonds issued hereunder;

(7) If such trustee is the beneficial owner of or holds as collateral security for an obligation which is in default, as hereinafter defined, five per cent. (5%) or more of the voting securities of any person who, to the knowledge of such trustee, owns ten per cent. (10%) or more of the voting securities of or controls directly or indirectly, or is under direct or indirect common control with, the Corporation or any other obligor upon any bonds issued hereunder;

(8) If such trustee is the beneficial owner of or holds as collateral security for an obligation which is in default, as hereinafter defined, ten per cent. (10%) or more of any class of security of any person who, to the knowledge of such trustee, owns fifty per cent. (50%) or more of the voting securities of the Corporation or any other obligor upon any bonds issued hereunder; or

(9) If such trustee owns on May 15 in any calendar year, in the capacity of executor, administrator, testamentary or inter vivos trustee, guardian, committee or conservator, or in any other similar capacity, an aggregate of twenty-five per cent. (25%) or more of the voting securities, or of any class of security of any person, the beneficial ownership of a specified percentage of which would have constituted a conflicting interest under Paragraphs (6), (7) or (8) of this section; provided, however, that the provisions of this Paragraph (9) shall not apply to any such securities of which such trustee acquired ownership through becoming executor, administrator or testamentary trustee of an estate which included them,