

exceeded such amount, then, and in every such case, the New York Trustee shall set aside all Trust Moneys then held by it and which have been held by it for more than two years, and thereafter the Trust Moneys so set aside may be applied only in accordance with the provisions of *Section 58*. In case Trust Moneys received by the Corporate Trustee under this Article shall represent the proceeds of the taking by eminent domain or the purchase by a public authority of all or substantially all or of a major portion of the Company's property, then all such Trust Moneys shall be applied only in accordance with *Section 58*, but in such case the Bonds to be designated for purchase or redemption shall be prorated, in amount, as between the Bonds of all series then outstanding, in proportion to the respective total amounts of the Bonds of each series then outstanding.

Section 62. In case the Company shall be in default hereunder, the Company, while in possession of the Trust Estate (other than securities and cash held by the New York Trustee or the trustee or other holder of a Prior Lien), may do any of the things enumerated in *Sections 56 to 60*, inclusive, if the Trustees, in their uncontrolled discretion, or the holders of at least a majority in amount of the Bonds at the time outstanding, shall in writing expressly authorize or consent to such action, in which event no certificate filed pursuant to any of said Sections need contain a statement to the effect that the Company is not in default hereunder; *provided, however*, that in any such case, if Trust Moneys are to be applied pursuant to *Section 58*, the Bonds to be designated for purchase or redemption shall be prorated, in amount, as between the Bonds of all series then outstanding, in proportion to the respective total amounts of the Bonds of each series then outstanding.

Section 63. In case the Trust Estate (other than securities and cash held by the New York Trustee or the trustee or other holder of a Prior Lien) shall be in the possession of a receiver or trustee lawfully appointed, the