Section 10. Whenever in the administration of the trusts created by the Mortgage the Trustees shall deem it necessary or desirable that a matter be proved or established prior to taking or suffering any action hereunder, such matter (unless other evidence in respect thereof be herein specifically prescribed) may, in the absence of bad faith on the part of the Trustees, be deemed to be conclusively proved and established by an Officers' Certificate delivered to the Corporate Trustee, and such Certificate shall be full warrant to the Trustees for any action taken, suffered or omitted by them under the provisions of the Mortgage upon the faith thereof.

Section 11. Any company into which the Corporate Trustee or any successor to it in the trusts created by the Mortgage may be merged, or with which it or any such successor may be consolidated, or any company resulting from any merger, conversion, or consolidation to which the Corporate Trustee or any such successor shall be a party, provided such company shall be a trust company or a banking corporation in good standing organized under the laws of the United States or of any State, and shall have an office in the City of Chicago, State of Illinois, or in the Borough of Manhattan, City and State of New York, and shall have a capital and surplus aggregating at least $5,000,000, shall be the successor trustee under the Mortgage without the execution or filing of any paper or the performance of any further act on the part of the parties hereto. In case any of the Bonds shall have been authenticated but not delivered, any such successor trustee may adopt the certificate of authentication of The First National Bank of Chicago, or of any successor to it, as Corporate Trustee hereunder, and deliver the same so authenticated; and in case any of the Bonds shall not have been authenticated, any such successor trustee may authenticate such Bonds either in the name of any predecessor trustee or in its own name as such successor trustee, and in all such

cases such certificate shall have the same full force which it is anywhere in the Bonds or the Mortgage provided that the certificate of the Corporate Trustee shall have; provided, however, that the right to authenticate Bonds in the name of The First National Bank of Chicago shall extend only to its successor by merger, conversion or consolidation.

Section 12. Either of the Trustees or any successor trustee may at any time resign and be discharged from the trusts hereby created by giving to the Company written notice of such resignation and specifying a date upon which such resignation shall take effect. Notice of such resignation shall be published once each week for two successive weeks in a Daily Newspaper in the City of Chicago, State of Illinois, and in a Daily Newspaper in the Borough of Manhattan, City and State of New York, the first publication in each such newspaper to be not less than 60 days and not more than 90 days before the date specified in said notice for the resignation to take effect. Such resignation shall take effect on the date specified in said notice or on the date of the appointment of a successor trustee as hereinafter provided, whichever shall be earlier.

Either of the Trustees or any successor trustee may be removed with or without cause at any time by the holders of a majority in principal amount of the Outstanding Bonds by the delivery to such Trustee or successor trustee, as the case may be, of an instrument or concurrent instruments signed by such holders or their attorneys-in-fact duly authorized. Any trustee who shall resign or be so removed shall be entitled to its reasonable compensation then accrued and unpaid and to reimbursement for proper expenses theretofore incurred and not previously reimbursed.

The Corporate Trustee shall have the power at any time, by instrument in writing duly executed by its President or

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