

under any law of any jurisdiction in which any particular act or acts are to be performed, the Trustee shall be incompetent or unqualified to perform such act or acts, in which event such act or acts shall be performed by the Individual Trustee.

(iii) The Individual Trustee may at any time by an instrument in writing constitute the Trustee his attorney-in-fact with full power and authority, to the extent permitted by law, to execute and deliver all or any particular instruments in writing for or on behalf and in the name of the Individual Trustee.

(c) If at any time or times it shall be necessary or prudent in order to conform to any law of any state in which the Company shall at the time hold any property subject to the lien hereof, or the Trustees shall be advised by counsel, satisfactory to them, that it is so necessary or prudent in the interest of the Bondholders, or the holders of more than 50% in principal amount of Bonds at the time outstanding shall in writing so request the Trustee and the Company, the Trustees and the Company shall execute and deliver all instruments and agreements necessary or proper to constitute another bank or trust company or one or more persons approved by the Trustee and the Company, either to act as co-trustee or co-trustees of all or any of the property subject to the lien hereof, jointly with the Trustees originally named herein or any successor or successors, or to act as separate trustee or trustees of any such property. In the event the Company or the Individual Trustee or both shall not have joined in the execution of such instruments and agreements within ten days after the receipt of a written request from the Trustee so to do, or in case an event of default shall happen and be continuing, the Trustee may act under the foregoing provisions of this §14.14 without the concurrence of the Company or the Individual Trustee, and the Company and the Individual Trustee hereby appoint the Trustee their agent and attorney to act for them under the foregoing provisions of this §14.14 in either of such contingencies.

(d) Every additional trustee hereunder shall, to the extent permitted by law, be appointed and act and be such, and the Trustees and their successors shall act and be such, subject to the following provisions and conditions: