

requirements respecting trustees under mortgages or deeds of trust of property in the states, or some of them, in which the mortgaged premises or part thereof are situate, and shall as such trustee possess such powers and such powers only, as may be necessary to comply with such requirements. If by reason of the repeal of such requirements, or for any other reason, it shall not be necessary, in the Opinion of Counsel, that one of the trustees hereunder be an individual, and the Company shall file with the Corporate Trustee and also with the Individual Trustee, an Opinion of Counsel to that effect and a written request for the resignation or removal of the Individual Trustee, said Harold Eckhart, or any successor, will thereupon resign or shall forthwith cease to be a trustee hereunder, and all powers of the Individual Trustee shall forthwith terminate, as shall his right, title or interest in and to the trust estate; and, unless and until there shall be appointed a new trustee as successor to the Individual Trustee, all the right, title and powers of the Trustees shall devolve upon the Corporate Trustee and its successors alone.

A Any rights, powers or duties by any provisions of this Indenture conferred or imposed upon the Trustees may be exercised and performed by the Corporate Trustee alone without reference to the Individual Trustee in so far as permitted by law, and the Individual Trustee hereby irrevocably constitutes and appoints the Corporate Trustee his true and lawful attorney in fact with full power and authority, in so far as permitted by law, either in the name and on behalf of the Individual Trustee or of the Trustees jointly, to exercise any and all rights or powers conferred upon the Individual Trustee alone, or upon the Trustees jointly, by any of the provisions of this Indenture, but subject to the duties hereby imposed upon the Individual Trustee, with full power of substitution and revocation, hereby ratifying and confirming all and singular the acts and things lawfully done by the Corporate Trustee or any substitute by virtue of this power of attorney. Any rights, powers or duties by any provisions of this Indenture conferred or imposed upon the Trustees or the Corporate Trustee which may not be exercised and performed by the Corporate Trustee alone, or by the Individual Trustee and the Corporate Trustee jointly, may and shall be exercised and performed by the Individual Trustee without reference to the Corporate Trustee in so far as permitted by law.

If at any time, in order to conform to any law of any locality in which the Company now or at any time hereafter shall hold any property subject to the Lien of this Indenture, it becomes necessary or prudent, or if the Corporate Trustee shall be advised by counsel satisfactory to it (who may be of counsel for the Company) that it is necessary or prudent in the interest of the bondholders so to do, or if the holders of a majority in principal amount of bonds Outstanding under this Indenture shall in writing request the Corporate Trustee and the Company so to do, the Trustees and the Company shall unite in the execution, delivery and performance of all instruments and agreements necessary or proper to appoint another trust company, bank or banking association having power so to act or one or more persons 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 their successors, or to act as separate trustee or trustees of any such property, with such powers and duties, not inconsistent herewith, as may be specified in the instrument of appointment. In the event that the Company shall not have joined in such appointment within fifteen (15) days after the receipt by it of a request so to do, the Trustees alone or the Corporate Trustee alone shall have power to make such appointment.

Every separate trustee, every co-trustee and every successor trustee, shall, to the extent permitted by law, but to such extent only, be appointed subject to the following