

protection in respect of any action taken or suffered by it hereunder in good faith and in accordance with the opinion of such counsel and such action so taken or suffered shall be conclusive and binding upon THE COMPANY and on all holders of Bonds issued under this Trust Indenture. THE TRUSTEE shall not be under any responsibility for the selection, appointment or approval of any engineer or counsel for any of the purposes expressed in this Trust Indenture. THE TRUSTEE may execute any of the trusts or powers hereof and perform any duty hereunder, either itself or by or through its attorneys, agents, or employees, and it shall not be answerable or accountable for any act, default, neglect or misconduct of any such attorneys, agents, or employees, if reasonable care has been exercised in the appointment and retention thereof, nor shall THE TRUSTEE be otherwise answerable or accountable under any circumstances whatsoever, except for its own gross negligence or bad faith.

(f) THE TRUSTEE shall have a lien on the property conveyed and the proceeds thereof, prior and superior to that of the Bonds secured hereby, for its reasonable expense, counsel fees, compensation for services rendered, and advances made by it in the discharge of the duties devolving upon it pursuant to the provisions hereof.

(g) Whenever in the administration of the trusts of this Trust Indenture, THE TRUSTEE 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 be deemed to be conclusively proved and established by a certificate signed by the president or a Vice-president and the Treasurer or an Assistant Treasurer of THE COMPANY and delivered to THE TRUSTEE, and such certificate shall be full warrant to THE TRUSTEE for any action taken or suffered by it under the provisions of this Trust Indenture upon the faith thereof; but in its discretion THE TRUSTEE may in lieu thereof accept other evidence of such fact or matter, or may require such further or additional evidence of such fact or matter as to it may seem reasonable.