

request therefor by such holder, to comply with the provisions of subsection (a) of this § 15.14.

(c) The Trustee shall be deemed to have a conflicting interest if--

(1) the Trustee is trustee under another indenture under which any other securities, or certificates of interest or participation in any other securities, of an obligor upon the Bonds are outstanding unless such other indentures is a collateral trust indenture under which the only collateral consists of Bonds issued under this Indenture, provided that there shall be excluded from the operation of this paragraph any indenture or indentures under which other securities, or certificates of interest or participation in other securities, of an obligor upon the Bonds are outstanding, if the Company, pursuant to Section 310(b) of the Trust Indenture Act of 1939, shall have sustained the burden of proving, on application to the Securities and Exchange Commission and after opportunity for hearing thereon, that the trusteeship under this Indenture and such other indenture is not so likely to involve a material conflict of interest as to make it necessary in the public interest or for the protection of investors to disqualify the Trustee from acting as such under one of such indentures;

(2) the Trustee or any of its directors or executive officers is an obligor upon the Bonds or an underwriter for such an obligor;

(3) the Trustee directly or indirectly controls or is directly or indirectly controlled by or is under direct or indirect common control with an obligor upon the Bonds or an underwriter for such an obligor;

(4) the Trustee or any of its directors or executive officers is a director, officer, partner, employee, appointee or representative of an obligor upon the Bonds, or of an underwriter (other than the Trustee itself) for such an obligor who is currently engaged in the business of underwriting, except that (A) one individual may be a director and/or an executive officer of the Trustee and a director and/or an executive officer of such obligor, but may not be at the same time an executive officer of both the Trustee and of such obligor; (B) if and so long as the number of directors of the Trustee in office is more than nine, one additional individual may be a director and/or an executive

power to give any and all notices and to do any and all acts and things incidental to such action.

*None of the provisions of the following § 15.14 shall be effective for any purpose unless and until this Indenture shall be qualified under the Trust Indenture Act of 1939. Upon such qualification, however, all such provisions shall become effective for all purposes.*

§ 15.14. (a) If the Trustee has or acquires any conflicting interest as defined by subsection (c) of this § 15.14, the Trustee shall within ninety (90) days after ascertaining that it has such conflicting interest, either eliminate such conflicting interest or resign by giving written notice to the Company, but such resignation shall not become effective until the appointment of a successor trustee and such successor's acceptance of such appointment. The Company covenants to take prompt steps to have a successor appointed in the manner herein after provided in § 15.18. Upon giving such notice of resignation, the Trustee shall publish notice thereof in an authorized newspaper in each of the city or cities in which the principal of any of the Bonds shall be payable, once in each of three (3) successive calendar weeks, in each case on any business day of the week. If the Trustee fails to publish such notice within ten (10) days after giving written notice of its resignation to the Company, the Company shall publish such notice.

(b) In the event that the Trustee shall fail to comply with the provisions of the preceding subsection (a) of this § 15.14, (1) the Trustee shall within ten (10) days after the expiration of such ninety (90) day period, transmit notice of such failure to the bondholders, in the manner and to the extent provided in subsection (c) of § 8.04 with respect to reports pursuant to subsection (a) of § 8.04, and (2) subject to the provisions of § 16.02, any bondholder who has been a bona fide holder of a Bond or Bonds for at least six (6) months may, on behalf of himself and all others similarly situated, petition any court of competent jurisdiction for the removal of the Trustee and the appointment of a successor, if the Trustee fails, after written