

The Co-Trustee has been joined as such in order to comply with any statutory or other legal requirements that may now or hereafter be in force respecting trustees under deeds of trust of property in a jurisdiction in which the mortgaged properties or any part thereof are or may be situated, and the Co-Trustee shall possess such powers and such powers only as may be necessary to comply with such requirements. In the event of the incapacity or lack of authority of the Trustee, by reason of any present or future law of any such jurisdiction, to exercise any of the powers, rights, or remedies granted by the Original Indenture to the Trustee or to hold title to the mortgaged property in trust as herein and in the Original Indenture granted or to take any other action which may be necessary or desirable in connection therewith, each and every remedy, power, right, claim, demand, cause of action, immunity, estate, right, title, interest and lien, expressed or intended by the Original Indenture to be exercised by or vested in or conveyed to the Trustee with respect thereto shall be exercisable by and vest in the Co-Trustee to the extent necessary to enable the Co-Trustee to exercise such powers, rights and remedies, and every covenant and obligation contained in the Original Indenture necessary to the exercise thereof by the Co-Trustee shall run to and be enforceable by the Co-Trustee, and the Co-Trustee shall take such action in respect thereof as may be directed in writing by the Trustee. Any such direction in writing by the Trustee shall be full protection to the Co-Trustee for any action taken by him pursuant thereto and shall be competent evidence and the only necessary evidence of the necessity for the taking of such action by the Co-Trustee. Except to the extent that 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, the rights, powers, duties and obligations conferred or imposed upon the Trustees, or any of them, shall be conferred or imposed upon and exercised or performed by the Trustee.

In case the Co-Trustee shall die, resign or be removed or otherwise become incapable of acting, then and in such event the Trustee shall, by instrument in writing executed by its President or a Vice President, appoint some other qualified individual to act as Co-Trustee hereunder, and pending such appointment all estate, property, rights, powers, trusts, duties and obligations of the Trustees hereunder, so far as permitted by law, shall vest in and be exercised by the Trustee. The Trustee shall have

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