

public interest or for the protection of investors to disqualify the Trustee from acting as such under this Indenture or such other indenture or indentures, or (ii) the Companies shall have sustained the burden of proving, on application to the Securities and Exchange Commission and after opportunity for hearing thereon, that trusteeship under this Indenture and such other indenture or indentures 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 this Indenture or such other indenture or indentures;

(2) the Trustee or any of its directors or executive officers is an obligor upon the Bonds issued under this Indenture or an underwriter for a Bond party;

(3) the Trustee directly or indirectly controls or is directly or indirectly controlled by or is under direct or indirect common control with a Bond party or an underwriter for a Bond party;

(4) the Trustee or any of its directors or executive officers is a director, officer, partner, employee, appointee, or representative of a Bond party; or of an underwriter (other than the Trustee itself) for a Bond party who is currently engaged in the business of underwriting, except that (A) one individual may be a director or an executive officer or both of the Trustee and a director or an executive officer or both of a Bond party, but may not be at the same time an executive officer of both the Trustee and a Bond party; (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 or an executive officer or both of the Trustee and a director of a Bond party; and (C) the Trustee may be designated by a Bond party or by any underwriter for a Bond party to act in the capacity of transfer agent, registrar, custodian, paying agent, sinking fund agent, fiscal agent, escrow agent, or depository, or in any other similar capacity, or, subject to the provisions of paragraph (1) of this subsection (c), to act as trustee, whether under an indenture or otherwise;

(5) 10% or more of the voting securities of the Trustee is beneficially owned either by a Bond party or by any director, partner,

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