

to which such Trustee or officer may become subject by reason of his being or having been a Trustee or officer, or by reason of any act, omission or error alleged to have been taken or made by him as Trustee or officer, as the case may be, and shall reimburse him for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no Trustee or officer shall be indemnified or reimbursed in relation to any matter unless it shall have been adjudicated that his act, omission or error did not constitute bad faith, willful misfeasance, gross negligence or reckless disregard of his duties, having regard to the business of the Trust and the circumstances of each case or unless, in the absence of such an adjudication, the Trust shall have received a written opinion from independent counsel, approved by the Trustees, to the effect that if the matter of bad faith, willful misfeasance, gross negligence, or reckless disregard of his duties were adjudicated in a court of law it should be adjudicated in favor of such Trustee or officer. The rights accruing to a Trustee or officer under this Section 13 shall not exclude any other right to which he may be lawfully entitled, provided, however, that no Trustee or officer may satisfy any right of indemnity or reimbursement granted herein or to which he may be otherwise entitled

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