

and skill in their exercise as an ordinary prudent man would exercise or use under the circumstances in the conduct of his own affairs.

The Trustees, upon receipt of instruments furnished to them pursuant to the provisions of this Indenture, shall examine the same to determine whether or not such instruments conform to the requirements of this Indenture.

SECTION 9.02. *Trustees' Liability.* No provision of this Indenture shall be construed to relieve the Trustees from liability for their own negligent action, negligent failure to act, or their own wilful misconduct, except that

(1) Unless an Event of Default shall have occurred and be continuing, the Trustees shall not be liable except for the performance of such duties as are specifically set forth in this Indenture and no implied covenants or obligations shall be read into this Indenture against the Trustees but the duties and obligations of the Trustees shall be determined solely by the express provisions of this Indenture.

(2) In the absence of bad faith on the part of the Trustees, the Trustees may rely and shall be protected in acting upon any notice, Request, consent, waiver, Officers' Certificate, Opinion of Counsel, Bond, resolution, appraisal, report, or other paper or document believed by them to be genuine and to have been signed or presented by the proper party or parties.

(3) Whenever the Trustees, or any of their agents, representatives, experts or counsel, shall consider it necessary or desirable that any matter be proved or established, such matter (unless other evidence in respect thereof be herein specifically prescribed) may be deemed to be conclusively proved and established by an Officers' Certificate; *provided, however,* that the Trustees, or such agent, representative, expert or counsel, may require such further and additional evidence and make such further investigation as they may consider reasonable.

(4) Subject to the provisions of Section 8.06, all moneys received by the Trustee under and by virtue of the Assignment and the Payment Agreement shall be held and applied by the Trustee to the payment of the principal of, and premium, if