

shall be conferred or imposed upon and exercised or performed by the Trustee and such separate or co-trustee, as shall be provided in the instrument appointing him or it; provided, however, that such separate or co-trustee shall take no action without the consent of the Trustee (unless the requirement for such consent shall be forbidden by law as to any particular application of such requirement); and

(2) All powers, duties, obligations and rights conferred upon the Trustee, in respect of the custody of all cash deposited hereunder, shall be exercised solely by the Trustee; and

(3) The Trustee may at any time by written instrument accept the resignation of or remove any such separate trustee or co-trustee, and upon the request of the Trustee, the Company shall join with the Trustee in the execution, delivery and performance of all instruments and agreements necessary or proper to make effective such resignation or removal, but the Trustee shall have the power to accept such resignation or make such removal without making such request. A successor to a separate trustee or co-trustee so resigning or removed may be appointed in the manner provided in this Section.

(c) Upon the written acceptance by such separate trustee or co-trustee, he or it shall be vested with the estates or property specified in such instrument, either jointly with the Trustee, or separately, as may be provided therein, subject to all the trusts, conditions and provisions of this Indenture; and every such instrument shall be filed with the Trustee. Any separate trustee or co-trustee may, at any time, by written instrument constitute the Trustee his or its agent or attorney-in-fact with full power and authority, to the extent permitted by law, to do all acts and things and exercise all discretion authorized or permitted by him or it, for and in behalf of him or it and in his or its name. If any separate trustee or co-trustee shall be dissolved, become incapable of acting, resign or be removed, all the estate, properties, rights, powers, trusts, duties and obligations of said separate trustee or co-trustee, so far as permitted by law, shall vest in and be exercised by the Trustee, without the appointment of a successor to said separate trustee or co-trustee.