

such action under this Agreement or any Harnischfeger Security Document.

5.3 Delegation of Duties. The Trustees may execute any of the trusts or powers hereof and perform any duty hereunder either directly or by or through agents or attorneys-in-fact. The Trustees shall be entitled to advice of counsel concerning all matters pertaining to such trusts, powers and duties. The Trustees shall not be responsible for the negligence or misconduct of any agents or attorneys-in-fact selected by either of them without gross negligence or willful misconduct on the part of the Trustees.

5.4 Reliance by Trustees.

(a) Whenever in the administration of the trusts of this Agreement the Trustees or either of them shall deem it necessary or desirable that a factual matter be proved or established in connection with the taking, suffering or omitting of any action hereunder or under the Harnischfeger Security Documents by the Trustees, such matter (unless other evidence in respect thereof be herein specifically prescribed) may be deemed to be conclusively proved or established by a certificate of a Responsible Officer delivered to the Trustee, and such certificate shall be full warranty to the Trustees for