

best interests of the Trust. Such rights of indemnification and reimbursement shall be satisfied only out of the Trust Estate. The rights accruing to any Person under these provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything contained herein restrict the right of the Trust to indemnify or reimburse such Person in any proper case even though not specifically provided for herein, nor shall anything contained herein restrict such right of a Trustee to contribution as may be available under applicable law. The Trustees may make advance payments in connection with indemnification under this Section 7.4, provided that the indemnified Person shall have given a written undertaking to reimburse the Trust in the event it is subsequently determined that he is not entitled to such indemnification.

Any action taken by or conduct on the part of the Adviser, a Trustee, officer, employee or agent of the Trust in conformity with or in good faith reliance upon the provisions of Section 7.5 or Section 4.3 shall not, for the purposes of this Trust (including, without limitation, Sections 7.1, 7.2 and 7.3 and this Section 7.4) constitute bad faith, willful misfeasance, gross negligence or reckless disregard of his duties, or failure to act in good faith in the reasonable belief that his action was in the best interests of the Trust.

7.5. *Right of Trustees and Officers, Employees and Agents to Own Shares or Other Property and to Engage in Other Business.* Any Trustee or officer, employee or agent of the Trust may acquire, own, hold and dispose of Securities in the Trust, for his individual account, and may exercise all rights thereof and thereunder to the same extent and in the same manner as if he were not a Trustee or officer, employee or agent of the Trust. Any Trustee or officer, employee, or agent of the Trust may, in his personal capacity or in a capacity of trustee, officer, director, stockholder, partner, member, adviser or employee of any Person or otherwise, have business interests and engage in business activities similar to or in addition to those relating to the Trust, which interests and activities may include the acquisition, syndication, holding, management, operation or disposition, for his own account or for the account of such Person or others, of interests in Mortgages, interests in Real Property, or interests in Persons engaged in the real estate business, and each Trustee, officer, employee and agent of the Trust shall be free of any obligation to present to the Trust any investment