

authority and control under the terms of this agreement, and shall be fully protected in failing to take any action in the absence of such written direction from the Committee with respect to any matter within the authority or control of the Committee under the terms hereof.

Upon written advice from the Committee as to the name of a participant, or beneficiary of a participant, entitled to a benefit hereunder, the Trustee shall draw checks in the name of the person designated by the Committee, and deliver such checks in such manner and at such times as the Committee shall direct.

In any application to, or proceeding or action in, the courts, only the Company and the Trustee shall be necessary parties, and no participant or other person having an interest in the Trust fund shall be entitled to any notice or service of process. Any judgment entered in such a proceeding or action shall be conclusive upon all persons claiming under this Trust.

Within a reasonable time following the last day of March of each year, or following the close of such annual periods as may be agreed upon by the Company and the Trustee, the Trustee shall file with the Company and with the Committee a written report setting forth all investments, receipts and disbursements and other transactions during such annual period, and shall furnish a list of assets of the Trust, and the market value of the assets as of the last day of March of each year.

Upon the expiration of ninety (90) days from the filing of the Trustee's report, the Trustee shall be forever relieved and discharged from any liability or accountability to anyone with respect to the propriety of its actions, or the transactions shown by the said report, except with respect to those acts or transactions to which the Committee, within such ninety (90) day period, shall have filed with the Trustee its written disapproval, and neither the Company nor the Committee, nor any person, shall have the right to demand or be entitled to any further or different accounting by the Trustee.