

for any action or failure to act (including without limitation the failure to compel in any way any former or acting Trustee to redress any breach of trust) except for such as constitutes his own willful misconduct, knowingly and intentionally committed in bad faith, gross negligence or reckless disregard of his duties.

Section 4.3. Indemnification and Reimbursement. The Trust shall hold harmless and indemnify each Trustee, officer or agent of the Trust for any loss, expense, liability or damage that he may sustain and reasonable costs and expenses, including attorney's fees, that he may incur on account of any claim, demand, suit or action made, threatened or brought against him or involving him as a party or otherwise, in any civil, criminal, investigative or administrative proceeding, by reason of any act done or omitted by him in good faith, as a Trustee, officer or agent or in serving, at the request of the Trust, as a Trustee, officer or agent of any other corporation, for a purpose which he reasonably believes to be in the best interests of the Trust and, in a criminal proceeding, which he had no reasonable cause to believe was unlawful; provided, however, that no such person shall be so indemnified or reimbursed for any claim, obligation or liability which arose out of the Trustee's or officer's willful misfeasance, bad faith, gross negligence or reckless disregard of duty; and provided further that such person gives prompt notice thereof, executes such documents and takes such action as will permit the Trust to conduct the defense or settlement thereof and cooperates therein. The Trustees may charge to the Trust the cost of insurance to indemnify Trustees, officers or agents against any such liabilities. Failure to obtain or maintain such insurance shall not render the Trustees, officers, agents or Shareholders personally liable. The indemnity hereby provided shall extend to former Trustees, officers and agents for such acts done or omitted during their tenure of office. The termination of any such civil or criminal action, suit or proceeding by settlement or upon a plea of nolo contendere shall not in itself create a presumption that any such Trustee, officer or agent did not act in good faith in the reasonable belief that such action was in the best interests of the Trust or that he had reasonable ground for belief that such action was unlawful. In determining whether indemnity