

provisions relating to the rights of certificate owners and containing customary exculpatory provisions satisfactory to counsel for Bank.

5. Bank shall be protected in acting upon any notice, order, certificate, statement, direction or other instrument whatsoever, not only as to its due execution and the validity and effectiveness of its provisions, but also to the truth and accuracy of any information contained therein, which Bank shall, in good faith, believe to be genuine and to have been signed or presented by a proper person or persons.

6. If Bank's fees including attorneys' fees are not paid by Secured Party, Bank shall be entitled to deduct the amount from moneys held by it, provided, however, that no deduction shall be made if amounts payable to Holders of Senior Underlying Obligations will be diminished.

Please note your acceptance of these assurances and conditions by signing your acceptance of a copy of this letter and returning it to the undersigned.

Very truly yours,

First Pennsylvania Bank N.A.

By \_\_\_\_\_  
Vice President

By \_\_\_\_\_  
John Kusmiersky

By \_\_\_\_\_  
Walter J. Kassuba

Accepted this \_\_\_\_\_ day  
of \_\_\_\_\_, 1974  
at \_\_\_\_\_

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