

submission and examination of proxies, certificates and other evidence of the right to vote, and in regard to such other matters concerning the conduct of the meeting as it shall think fit. Any regulations adopted by the Trustee for a Bondholder's meeting may provide that written instruments appointing proxies, regular on their face, may be presumed valid and genuine without the proof specified in § 10.02. Except as otherwise permitted or required by any such regulations, the holding of Bonds shall be proved in the manner specified in § 10.02 and the appointment of any proxy shall be proved in the manner specified in said § 10.02 or by having the signature of the person executing the proxy witnessed or guaranteed by any bank, or banker or trust company.

Subject to § 10.03, at any meeting each Bondholder or proxy shall be entitled to one vote for each \$1,000 principal amount of Bonds held or represented by him, provided, however, that no vote shall be cast or counted at any meeting in respect of any Bond challenged as not outstanding and ruled by the chairman of the meeting to be not outstanding. The chairman of the meeting shall have no right to vote except as a Bondholder or proxy. At any meeting of Bondholders, the presence of persons holding or representing Affected Bonds in an aggregate principal amount sufficient to take action on any business for the transaction of which such meeting was called shall constitute a quorum. Any meeting of Bondholders may be adjourned from time to time, by vote of the holders of a majority in aggregate principal amount of the Affected Bonds represented at the meeting and entitled to vote, whether or not a quorum be then present at such meeting, and the meeting may be held as so adjourned without further notice.

The only persons who shall be entitled to be present or to speak at any such meeting shall be the persons entitled to vote thereat and the counsel of any such person and any representatives of the Trustee and its counsel and any representatives of the Companies and their counsel.