

or an Assistant Treasurer or an Assistant Secretary or the Chief Engineer or an Assistant Chief Engineer of the Company and delivered to the Corporate Trustee and said certificate shall be full warrant to the Trustees for any action taken, suffered or omitted by them or either of them on the faith thereof, but in their discretion the Trustees may in lieu thereof accept other evidence of the fact or matter. The same officer or officers of the Company need not certify to all of the facts in any such certificate but different officers may certify to separate facts respectively. Before the Corporate Trustee shall exercise any discretionary right to accept the pledge of General Unified Bonds under Section 2.05, the Company shall furnish such facts as the Corporate Trustee may reasonably require as a basis for its determination and in addition the Corporate Trustee may employ such independent financial experts as it may deem necessary to advise it in the premises. Action taken by the Corporate Trustee on the basis of such facts and advice shall be complete authority and protection in respect of any action taken, suffered or omitted by it hereunder in good faith and shall be conclusive upon the Company and upon all the holders of the Bonds. The Trustees or either of them may consult with counsel and the opinion of said counsel shall be full and complete authority and protection in respect of any action taken, suffered or omitted by them or it hereunder in good faith and in accordance with the opinion of said counsel and shall be conclusive upon the Company and upon all of the holders of the Bonds.

(f) The Company covenants and agrees to pay to the Trustees from time to time on demand of the Trustees reasonable compensation (which shall not be limited by any provision of law with respect to the compensation of fiduciaries or of the trustee of an express trust) for all services rendered by the Trustees hereunder and also all their reasonable expenses and counsel fees and other disbursements and those of their attorneys, agents and employees incurred in and by the administration and execution of the trusts hereby created and the exercise of their powers and the performance of their duties hereunder.