

notice, Request, consent, waiver, Officers' Certificate, Opinion of Counsel, Bond, resolution, appraisal, report, or other paper or document believed by them to be genuine and to have been signed or presented by the proper party or parties.

(3) Whenever the Trustees, or any of their agents, representatives, experts or counsel, shall consider it necessary or desirable that any matter be proved or established, such matter (unless other evidence in respect thereof be herein specifically prescribed) may be deemed to be conclusively proved and established by an Officers' Certificate; *provided, however*, that the Trustees, or such agent, representative, expert or counsel, may require such further and additional evidence and make such further investigation as they may consider reasonable.

(4) Subject to the provisions of Section 8.06, all moneys received by the Trustee under and by virtue of the Assignment and the Payment Agreement shall be held and applied by the Trustee to the payment of the principal of, and premium, if any, and interest on the Bonds when due and payable in accordance with the provisions thereof and of this Indenture.

(5) The Trustees may consult with counsel (who may be of counsel to the Company) and the advice or opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered hereunder in good faith and in accordance with such advice or Opinion of Counsel.

(6) The Trustees shall not be liable with respect to any action taken or omitted to be taken by them in good faith in accordance with any direction or request of the holders of the Bonds with which the Trustees are required by the provisions hereof to comply.

(7) The Trustees shall not be liable with respect to any action taken or omitted to be taken by them as to which they have discretion and their judgment in exercising such discretion shall be final and conclusively binding on the Company and the holders of the Bonds.

(8) Whether or not an Event of Default shall have occurred, the Trustees shall not be under any obligation to take any action under this Indenture which may tend to involve them