

right to have the Trust Estate marshaled upon any foreclosure hereof.

Section 7.10. Direction of Remedies. The registered owners of a majority in aggregate principal amount of the Notes shall have the right by an instrument in writing delivered to the Trustee to direct the time, method and place of conducting any proceeding for any remedy open to the Trustees with respect to this Indenture or of exercising any power or trust conferred upon the Trustees hereunder, subject to the provisions of Section 8.1 with respect to the furnishing of indemnity; provided, however, that such determination shall not be otherwise than in accordance with law and the provisions of this Indenture, and the Trustee, subject to the provisions of Section 8.1, shall have the right to decline to follow any such direction if the Trustee in good faith shall, by the Chairman of the Board of Directors, the President or a Vice President of the Trustee, determine that the proceeding so directed would involve it in personal liability or would be unjustly prejudicial to the registered owners of Notes not joining in such direction. If no such instrument has been received from the registered owners of the Notes, the Trustee may take such action, if any, as the Trustee shall determine.

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