

ARTICLE 8

The Trustees

Section 8.1. Rights and Obligations of Trustees.

(a) The Trustees accept the Trusts hereby created and agree to perform the duties herein required of them upon the terms and conditions hereof. The Trustees shall have the full and complete right, power and authority, at all times, to do all things, not inconsistent with the express provisions of this Indenture, which they may deem advisable in order to enforce the provisions of this Indenture or to take any action with respect to an Event of Default, or to institute, appear in or defend any suit or other proceeding with respect thereto, or to protect the interests of the registered owners of the Notes. The Trustees shall promptly notify the registered owners of the Notes of any default or Event of Default of which they have knowledge under the provisions of Section 8.1(k). The Trustees shall not be answerable or accountable under any circumstances, except for their own bad faith, willful misconduct or negligence, and the Company agrees to indemnify and save harmless the Trustees against and from any liability and damages which they may incur or sustain, in good faith and without negligence, in the exercise and performance of any of their powers and duties hereunder; nor shall the Trustees be accountable for the use of any proceeds from the sale of the Notes. The Trustees shall be under no obligation to take any action to protect, preserve or en-

0.935

4328 RV-2