

successors and assigns, hereinabove authorized, with interest thereon; but should the remaining proceeds of any such sale be insufficient to pay in full the indebtedness secured hereby and such sums so expended by Beneficiaries, with interest, then the remaining proceeds shall be distributed to the Beneficiaries prorata with the indebtedness then owed to each of them respectively by Grantor, including interest; and fourth, to the payment of the surplus, if any, to the order of the holders of inferior liens of record, if any, as their interests may appear, but if no such inferior liens, then to the Grantor or its successors or assigns.

Grantor further agrees, in the event that Beneficiaries shall become entitled to possession of the encumbered personal property, to assemble the encumbered personal property, and to make it available to Beneficiaries at a place to be designated by Beneficiaries which is reasonably convenient to both parties.

Grantor further agrees that in the event of a sale or sales hereunder, Beneficiaries jointly or severally may bid at such sale and purchase the encumbered property, if the highest bidder therefor, as though a stranger thereto.

THIRD: It shall be lawful for Grantor to retain possession of the encumbered property and to receive the rents, issues and profits thereof unless and until an event of default hereunder shall have happened and be continuing, after which the rents, issues and profits shall be due and payable to the Beneficiaries prorata with the indebtedness then due each of them.

Grantor may, without obtaining any release from the Trustee or Beneficiaries, sell or otherwise dispose of, free of the lien of this Deed of Trust, any encumbered personal property at any time subject to the lien hereof which may have become obsolete, inadequate or worn-out or otherwise unsuitable or unnecessary for use in the business of Grantor, provided that Grantor shall have theretofore acquired other personal property which has become subject to the lien hereof, or shall deposit the proceeds of any such sales or other disposition in a special account in trust to be expended only for other personal property to become subject to the lien hereof, provided also that such other personal property in either case shall not necessarily be of the same character as that sold or otherwise disposed of but shall be of at least equal value and utility to that sold or otherwise disposed of, and, provided, further,