

time by the Trustees for the purpose or (iii) if no quotations for the Shares are available, as determined in good faith by the Trustees. From and after the date fixed for redemption by the Trustees, the holder of any Shares so called for redemption shall cease to be entitled to dividends, voting rights and other benefits with respect to such Shares, excepting only the right to payment of the redemption price fixed as aforesaid. For the purpose of this Section 6.12, the term "individual" shall be construed as provided in Section 542(a)(2) of the Internal Revenue Code or any successor provision and "ownership" of Shares shall be determined as provided in Section 544 of the Internal Revenue Code or any successor provision.

ARTICLE VII

LIABILITY OF TRUSTEES, SHAREHOLDERS, OFFICERS, EMPLOYEES AND AGENTS AND OTHER MATTERS

7.1. *Exculpation of Trustees, Officers, Employees and Agents:* No Trustee, officer, employee or agent of the Trust shall be liable to the Trust or to any other Person for any act or omission except for his own willful misfeasance, bad faith, gross negligence or reckless disregard of duty or his not having acted in good faith in the reasonable belief that his action was in the best interests of the Trust.

7.2. *Limitation of Liability of Shareholders, Trustees, Officers, Employees and Agents:* The Trustees, officers, employees and agents of the Trust in incurring any debts, liabilities or obligations, or in taking or omitting any other action for or in connection with the Trust are, and shall be deemed to be, acting as Trustees, officers, employees or agents of the Trust and not in their own individual capacities. No Shareholder shall, and, except to the extent provided in Section 7.1, no Trustee, officer, employee or agent of the Trust shall, be liable for any debt, claim, demand, judgment, decree, liability or obligation of any kind (in tort, contract or otherwise) of, against or with respect to the Trust, arising out of any action taken or omitted for or on behalf of the Trust and the Trust shall be solely liable therefor and resort shall be had solely to the Trust Estate for the payment or performance thereof. Each Shareholder shall be entitled to pro rata indemnity from the Trust Estate if, contrary to the provisions hereof, such Shareholder shall be held to any personal liability.