

provided that no Indemnitee shall have the right to be indemnified hereunder for such Indemnitee's own gross negligence or willful misconduct or that of its affiliates, directors, trustees, agents or employees as determined by a court of competent jurisdiction in a final, non-appealable judgment or order.

(b) Obligations; Survival. Any amounts paid by any Indemnitee as to which such Indemnitee has the right to reimbursement shall constitute Obligations. The indemnity obligations of the Pledgor contained in this Section 23 shall continue in full force and effect notwithstanding the full payment of all Obligations and notwithstanding the discharge thereof.

SECTION 24. No waivers; Non-Exclusive Remedies. No failure or delay on the part of the Bank to exercise, no course of dealing with respect to, and no delay in exercising, any right, power or privilege under this Agreement or any Service Agreement or any other document or agreement contemplated hereby or thereby and no course of dealing between the Bank and the Pledgor or LBI shall operate as a waiver thereof nor shall any single or partial exercise of any such right, power or privilege hereunder or under any Service Agreement preclude any other or further exercise thereof or the exercise of any other right, power or privilege hereunder or thereunder. The rights and remedies provided herein and in the Service Agreements are cumulative and are not exclusive of any other remedies provided by law. Without limiting the foregoing, nothing in this Agreement shall impair the rights of the Bank to exercise any right of setoff or counterclaim it may have and to apply the amount subject to such exercise to the payment of the Obligations.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their duly authorized officers as of the date first written above.

Barclays Bank plc

By: Gerardo S. LaRocca

Name: GERARDO S. LaRocca  
Title: Managing Director

CITIBANK, N.A.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_