

SECTION 8.04. In case at any time the Corporate Trustee shall resign or shall become incapable of acting or shall be adjudged bankrupt or insolvent, or if a receiver of the Corporate Trustee or of any successor or of its property shall be appointed, or if any public officer in the exercise of his official powers shall take charge or control of the Corporate Trustee or of any successor or of its property or affairs, at any time within one year after the happening of any of said events, a successor hereunder may be appointed by the holders of a majority in principal amount of the Bonds then outstanding, by an instrument or concurrent instruments in writing signed and acknowledged by said bondholders or by their attorneys-in-fact duly authorized, and delivered to such new corporate trustee hereunder, notification thereof being given to the Company and the predecessor corporate trustee; *provided, however,* that until a new corporate trustee shall be appointed hereunder by the bondholders as aforesaid the Company by instrument executed by order of its Board of Directors and duly acknowledged by its proper officers may appoint a corporate trustee hereunder to fill the vacancy until a new corporate trustee hereunder shall be appointed by the bondholders, as herein authorized. The Company shall publish notice of any such appointment by it made once in each week for two consecutive weeks in an authorized newspaper. Any such new corporate trustee appointed by the Company shall immediately and without further act be superseded by a corporate trustee hereunder appointed by the bondholders as above provided.

Every trustee appointed in succession to the Corporate Trustee, or its successor in the trust, shall be a trust company or a banking corporation having an office in the Borough of Manhattan, The City of New York, in good standing and having a capital and surplus aggregating at least \$5,000,000, if there be such a trust company or banking corporation qualified, able and willing to accept the trust upon reasonable or customary terms.

In case at any time the Individual Trustee shall resign or be removed or otherwise become incapable of acting, a successor to such