

SECTION 9.11. *Individual Trustee; Powers and Duties, etc.* All rights, powers, trusts, duties and obligations conferred or imposed by this Indenture upon the Trustees shall be conferred or imposed upon and exercised or performed by the Trustee, or by the Trustee and the Individual Trustee jointly, except to the extent that, under the law of any jurisdiction in which any particular act or acts are to be performed, the Trustee shall be incompetent or unqualified to perform such act or acts, in which event such act or acts shall be performed by the Individual Trustee. The Individual Trustee may delegate to the Trustee the exercise of any right, power, trust, duty or obligation, discretionary or otherwise, conferred by any of the provisions of this Indenture.

In case the Individual Trustee shall die, become incapable of acting, resign or be removed, the title to the Trust Estate and all rights, powers, trusts, duties and obligations of the Trustee shall, so far as permitted by law, vest in and be exercised by the Trustee, unless and until a successor Individual Trustee shall be appointed in the manner herein provided.

SECTION 9.12. *Eligibility of Trustee.* The Trustee shall be a state or national bank or trust company in good standing, organized under the laws of the United States of America or of the State of New York and having its principal office in the Borough of Manhattan, City and State of New York, having a capital, surplus and undivided profits aggregating at least \$10,000,000, if there be such a bank or trust company willing and able to accept such trust upon reasonable and customary terms.

In case the Trustee shall cease to be eligible in accordance with the provisions of this Section, the Trustee shall resign immediately in the manner and with the effect specified in Section 9.07.

SECTION 9.13. *Successor Trustee by Merger, etc.* Any corporation into which the Trustee may be merged or with which it may be consolidated, or any corporation resulting from any merger or consolidation to which the Trustee shall be a party, or any state or national bank or trust company in any manner succeeding to the corporate trust business of the Trustee as a whole or substantially as a whole, if eligible as provided in Section 9.12, shall be the successor of the Trustee hereunder without the execution or filing of any paper or any further act on the part of any of the parties hereto, anything to the contrary contained herein notwithstanding.