

Trustee shall execute, acknowledge and deliver to his predecessor, to the Trustee and to the Company an instrument accepting such appointment hereunder, and thereupon such person without any further act, deed or conveyance shall become vested with all the estates, properties, rights, powers, duties and trusts of his predecessor in the trusts hereunder with like effect as if originally named as Individual Trustee herein; but nevertheless, on the written request of the Company or of the Trustee or of the Individual Trustee, the predecessor shall execute and deliver an instrument transferring to the Individual Trustee, upon the trusts expressed in this Indenture, all the estates, properties, rights, powers and trusts granted to him by this Indenture and shall duly assign, transfer, deliver and pay over to the Individual Trustee any property and moneys subject to the lien of this Indenture held by such predecessor. Should any instrument in writing from the Company or from the Trustee be required by any person who becomes the Individual Trustee for more fully and certainly vesting in and confirming to such Individual Trustee such estates, properties, rights, powers and trusts, then, on request, any and all such instruments in writing shall be made, executed, acknowledged and delivered by the Company and/or the Trustee.

SECTION 8.06. (a) If at any time or times, for the purpose of conforming to any legal requirements, restrictions, or conditions in any state or jurisdiction in which any part of the Trust Estate may be located, or if the Trustee shall deem it necessary or prudent in the interest of the Noteholders so to do, or if the holders of a majority in aggregate principal amount of the Notes at the time outstanding shall in writing request the Trustee so to do, the Trustee shall have the power to appoint another corporation or one or more persons approved by the Trustee, either to act as separate trustee or trustees, or co-trustee or co-trustees jointly with the Trustee and/or the Individual Trustee originally named herein or their successors, of all or any of the property subject to the lien hereof; and the corporation (and its successors through consolidation, merger or otherwise) or the person or persons so appointed, shall be such separate trustee or separate trustees, or co-trustee or co-trustees, with such powers and duties as shall be specified in such instruments and agreements to be executed as aforesaid. If the Trustee shall request the Company to do so, the Company shall for such purpose join with the Trustee in the execution, delivery and performance of all instruments and agreements necessary or proper to appoint such trustee or trustees or co-trustee or co-trustees, but the Trustee alone shall have power to make such appointment by its sole action without making such request of the Company.

(b) Every separate trustee, every co-trustee and every successor trustee, other than any trustee which may be appointed as successor to either of the original Trustees named in this Indenture, shall to the extent permitted by law, but to such extent only, be appointed subject to the following provisions and conditions, namely: