

Upon the death, incapacity, resignation or inability to act of the Trustee, the First Successor Trustees, and all designated Successor Trustees, if the remaining First Successor Trustee or any Successor Trustee shall fail to effectively designate a subsequent Successor Trustee, as hereinabove provided, the Manufacturers Trust Company, a New York banking corporation having its principal place of business in New York, New York, shall thereupon act as sole Trustee hereunder.

Any corporation into which Manufacturers Trust Company may be merged or with which it may consolidate or any corporation resulting from any merger, consolidation or reorganization to which Manufacturers Trust Company shall be a party or any corporation which shall succeed to all or substantially all, of the business or assets of Manufacturers Trust Company, provided such corporation shall be organized under the National Banking Act or the laws of the State of New York, shall be substituted hereunder for Manufacturers Trust Company.

Any Trustee may at any time resign by an instrument in writing executed by such Trustee and delivered to the next succeeding Trustee and to the Beneficiary. If any Trustee shall resign, as aforesaid, and if such resigning Trustee shall then be the sole Trustee hereunder, such resigning Trustee may designate his or her Successor Trustee by a contemporaneous written instrument duly acknowledged. Any Trustee may at any time and from time to time, by instrument in writing, delegate any or all of his rights, duties, powers, authority and privileges, whether or not discretionary, to any other Trustee, for such period or periods of time as may be designated in such written instrument; provided, however, that any such written instrument shall be revocable by any such delegating