

- 43 -

SECTION 8.03. The Trustee or any successor to the Trustee hereafter appointed, may resign and may be discharged of the trusts created by this Indenture, by giving written notice to the Company and by mail, first class postage prepaid, to each payee of Notes of such resignation, specifying the date (which shall be not less than sixty (60) days after the date of mailing such notice) when such resignation shall take effect. Such resignation shall take effect on the date so specified unless previously a successor trustee shall have been appointed by the payees and holders of a majority in principal amount of the Notes as provided in Section 8.04 hereof, in which event such resignation shall take effect immediately upon the appointment of such successor. The Trustee or any such successor hereafter appointed may be removed at any time by an instrument or instruments signed by the payees and holders of a majority in principal amount of the Notes then outstanding or their attorneys in fact duly authorized.

SECTION 8.04. (a) In case at any time the Trustee or any successor to the Trustee hereafter appointed shall resign or be removed or otherwise become incapable of acting, or if the Trustee or any such successor trustee shall be taken under the control of any public officer or officers or of a receiver appointed by a court, then (except as hereinafter provided), a successor or successors may be appointed by the payees and holders of a majority in principal amount of the Notes then outstanding, by an instrument or concurrent instruments signed by such payees and holders or their attorneys in fact duly authorized; provided, however, that the Company, by an instrument executed by order of its Board of Directors, may appoint a successor trustee to act until a successor trustee shall be appointed by the payees and holders of the Notes as herein authorized. After any such appointment by the Company, it shall give written notice thereof by mail to each payee of the Notes, but any new trustee so appointed by the Company shall immediately and without further act be superseded by a trustee appointed by the payees and holders of a majority in principal amount of the Notes as above provided.

(b) Any successor to the Trustee shall execute, acknowledge and deliver to its predecessor trustee, and to the Company, an instrument accepting such appointment hereunder, and thereupon such successor trustee, without any further act, deed or conveyance, shall become vested with all the estates, properties, rights, powers, duties and trusts of its predecessor in the trust hereunder with like effect as if originally named as