

by the registered owners of a majority in principal amount of the Notes as provided in Section 8.4, in which event such resignation shall take effect immediately upon the appointment of such successor. The Trustee may be removed at any time by one or more written instruments signed by the registered owners of a majority in aggregate principal amount of the Notes, or by their attorneys-in-fact thereunto duly authorized.

Section 8.4. Successor Trustee. (a) If, at any time, the Trustee shall have given notice of its intention to resign, shall resign, be removed or otherwise be incapable of acting, or if the Trustee shall be taken under the control of any public officer or a receiver appointed by a court, then (except as hereinafter provided) a successor may be appointed by the registered owners of a majority in principal amount of the Notes by one or more instruments signed by such registered owners or by their attorneys-in-fact thereunto duly authorized; provided, that the Company, by an instrument executed by order of its Board of Directors, may appoint a successor trustee to act until such successor shall be so appointed; and provided further, that if neither the Company nor the registered owners of the Notes shall have appointed such successor prior to the effective date of such resignation, removal, incapacity or taking under control, then the retiring Trustee or the registered owner of any Note may apply to any court of competent jurisdiction to appoint a successor to act until a successor trustee shall be appointed by the registered owners of the Notes as herein authorized. After any such appointment by the Company or such court, the Company shall mail written notice thereof to the registered owners of the Notes at their respective addresses appearing on the Register; but any

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