

- (b) No Event of Default and no event which, after notice or lapse of time or both, would become an Event of Default, has been waived by the Resigning Trustees or, to the best of their knowledge, by the holders of the percentage in aggregate principal amount of the Bonds required by the Indenture to effect any such waiver.
- (c) There is no action, suit or proceeding pending or, to the best of the knowledge of the Responsible Officers of the Resigning Corporate Trustee assigned to its Corporate Trust Department, threatened against the Resigning Trustees before any court or governmental authority arising out of any action or omission by the Resigning Trustees and Trustees under the Indenture.

Section 103. The Resigning Trustees hereby assign, transfer, deliver and confirm to the Successor Trustees all right, title, and interest of the Resigning Trustees in and to the trust under the Indenture and all of the rights, powers, trusts, duties and obligations of the Trustees under the Indenture. The Resigning Trustees shall execute and deliver such further instruments and shall do such other things as the Successor Trustees may reasonably

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