

ARTICLE THREE

THE SUCCESSOR TRUSTEES

Section 301. The Successor Trustees hereby represent and warrant to the Resigning Trustees and to the Corporation that the Successor Trustees are qualified under the provisions of Section 9.11 and eligible under the provisions of Section 9.12 of the Indenture to act as Trustees under the Indenture.

Section 302. The Successor Trustees hereby accept their appointments as Trustees under the Indenture and shall hereby be vested with all the rights, powers, trusts, duties and obligations of the Trustees under the Indenture.

Section 303. The Successor Corporate Trustee hereby accepts its appointment as Paying Agent for the Bonds and as Registrar for the Bonds.

ARTICLE FOUR

MISCELLANEOUS

Section 401. Except as otherwise expressly provided or unless the context otherwise requires, all terms used herein which are defined in the Indenture shall have the meanings assigned to them in the Indenture.

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