

powers, trusts, duties and obligations of such predecessor trustee in the trust hereunder, with like effect as if originally named as one of the Trustees herein.

Upon the request of any such successor trustee, however, the Company and such predecessor trustee shall execute and deliver such instruments of conveyance and further assurance and do such other things as may reasonably be required for more fully and certainly vesting and confirming in such successor trustee the title to the Trust Estate and all such rights, powers, trusts, duties and obligations of such predecessor trustee hereunder, and such predecessor trustee shall also assign and deliver to such successor trustee any property subject to the lien of this Indenture which may then be in its or his possession.

Any trustee which has resigned or been removed shall nevertheless retain any lien upon the Trust Estate afforded to it or him by Section 9.04.

SECTION 9.11. *Individual Trustee; Powers and Duties, etc.* All rights, powers, trusts, duties and obligations conferred or imposed by this Indenture upon the Trustees shall be conferred or imposed upon and exercised or performed by the Trustee, or by the Trustee and the Individual Trustee jointly, except to the extent that, under the law of any jurisdiction in which any particular act or acts are to be performed, the Trustee shall be incompetent or unqualified to perform such act or acts, in which event such act or acts shall be performed by the Individual Trustee. The Individual Trustee may delegate to the Trustee the exercise of any right, power, trust, duty or obligation, discretionary or otherwise, conferred by any of the provisions of this Indenture.

In case the Individual Trustee shall die, become incapable of acting, resign or be removed, the title to the Trust Estate and all rights, powers, trusts, duties and obligations of the Trustee shall, so far as permitted by law, vest in and be exercised by the Trustee, unless and until a successor Individual Trustee shall be appointed in the manner herein provided.

SECTION 9.12. *Eligibility of Trustee.* The Trustee shall be a state or national bank or trust company in good standing, organized under the laws of the United States of America or of the State of New York and having its principal office in the Borough of Manhattan, City and State of New York, having a capital, surplus and undivided profits