

or made without negligence or bad faith on the part of the Trustee, arising out of or in connection with the acceptance of this trust, including the costs and expenses of defending itself against any claim of liability in the premises. The obligations of the Grantor under this Section 8.06 to compensate the Trustee for services and to pay or reimburse the Trustee for expenses, disbursements, liability and advances shall constitute additional indebtedness hereunder. Such additional indebtedness shall have priority over the Bonds in respect of all property and funds held or collected by the Trustee as such.

Section 8.07. There shall at all times be a trustee hereunder which shall be a corporation or association organized and doing business under the laws of the United States or any State authorized under such laws to exercise corporate trust powers, having a combined capital, surplus and undivided profits and reserves of at least Four Million Dollars (\$4,000,000) and subject to supervision or examination by federal or state authority. If such corporation publishes reports of condition at least annually pursuant to law or to the requirements of any supervising or examining authority above referred to, then for the purposes of this Section 8.07 the combined capital and surplus of such corporation shall be deemed to be its combined capital and surplus as set forth in its most recent report of condition so published. In case at any time the Trustee shall cease to be eligible in accordance with the provisions of this Section 8.07, the Trustee shall resign immediately in the manner and with the effect specified in Section 8.08.

Section 8.08. (a) The Trustee may at any time resign by giving written notice to the Grantor and by giving to the Bondholders notice by publication of such resignation. Such notice shall be published at least once in an Authorized Newspaper. Upon receiving such notice of resignation, the Grantor shall promptly appoint (with the prior approval of the Lessee) a successor trustee by an instrument in writing executed by order of its County Council.

If no successor trustee shall have been so appointed and have accepted appointment within thirty (30) days after the publication of such notice of resignation the resigning trustee may petition any court of competent jurisdiction for the appointment of a successor trustee, or any Bondholder who has been a bona fide holder of a Bond or Bonds for at least six months may, on behalf of himself and others similarly situated, petition any such court for the appointment of a successor trustee. Such court may thereupon, after such notice, if any, as it may deem proper and prescribe, appoint a successor trustee.

(b) In case at any time any of the following shall occur:

- (1) The Trustee shall cease to be eligible in accordance with the provisions of Section 8.07 and shall fail to resign after written request therefor by the Grantor or by any Bondholder who has been a bona fide holder of a Bond or Bonds for at least six months, or