

require so as to more fully and certainly vest and confirm in the Successor Trustees all the rights, powers, trusts, duties and obligations hereby assigned, transferred, delivered and confirmed to the Successor Trustees.

Section 104. The Resigning Corporate Trustee hereby resigns as Paying Agent and as Registrar for the Bonds.

ARTICLE TWO

THE APPOINTMENT OF SUCCESSOR TRUSTEES

Section 201. The Bondholders hereby, pursuant to Section 9.09 of the Indenture, appoint the Successor Trustees as Trustees under the Indenture and confirm that the Successor Trustees are intended to become vested with all the rights, powers, trusts, duties and obligations of the Trustees under the Indenture.

Section 202. The Corporation confirms that it shall execute and deliver such further instruments and shall do such other things as the Successor Trustees may reasonably require so as to more fully and certainly vest and confirm in the Successor Trustees all the rights, powers, trusts, duties and obligations hereby assigned, transferred, delivered and confirmed to the Successor Trustees.

Section 203. The Corporation hereby appoints the Successor Corporate Trustee as Paying Agent for the Bonds and as Registrar for the Bonds.

0308

17328-11-21