

inafter provided) a successor may be appointed by the registered owners of a majority in principal amount of the Notes by one or more instruments signed by such registered owners or by their attorneys-in-fact thereunto duly authorized; provided, that the Company, by an instrument executed by order of its Board of Directors, may appoint a successor trustee to act until such successor shall be so appointed; and provided further, that if neither the Company nor the registered owners of the Notes shall have appointed such successor prior to the effective date of such resignation, removal, incapacity or taking under control, then the retiring Trustee or the registered owner of any Note may apply to any court of competent jurisdiction to appoint a successor to act until a successor trustee shall be appointed by the registered owners of the Notes as herein authorized. After any such appointment by the Company or such court, the Company shall mail written notice thereof to the registered owners of the Notes at their respective addresses appearing on the Register; but any successor trustee so appointed by the Company or such court shall immediately and without further act be superseded by a successor trustee appointed by the registered owners of the Notes as above provided.

(b) Any successor to the Trustee shall execute, acknowledge and deliver to its predecessor and the Company, an instrument accepting such appointment, and thereupon such successor, without any further act, deed or conveyance, shall become vested with all the estates, properties, rights, powers,

0.943

4328 RV.2